

FUCHS

8/14/2017

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

In Re:
WonderWork, Inc.,
Debtor. Chapter 11
Case No.
16-13607(MV)

INTERVIEW OF HANA FUCHS

August 14, 2017

New York, New York

Reported by:
DEBRA STEVENS
Job no: 19383

1
2 INTERVIEW OF HANA FUCHS, taken by
3 the Examiner, at the offices of Loeb &
4 Loeb, 345 Park Avenue, New York, New York,
5 on Monday, August 14, 2017, at 1:00 p.m.,
6 before DEBRA STEVENS, a Certified Realtime
7 and Registered Professional Reporter and
8 Notary Public within and for the State of
9 New York.

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23 ALSO PRESENT:

24 MICHAEL BERKIN,
25 GoldinAssociates, LLC

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1 H. Fuchs
 2 EXAMINATION BY
 3 MR. CURCHACK:

4 Q. Good afternoon, Ms. Fuchs. My
 5 name is Walter Curchack and I represent
 6 Jason Lilien, sitting to my left today.
 7 As you know, Jason is the court-appointed
 8 Examiner in the WonderWork bankruptcy
 9 case.

10 I will be asking a series of
 11 questions. The reporter will be taking
 12 your answers. While this interview isn't
 13 under oath, you appreciate the fact that
 14 we understand you will be telling us the
 15 truth.

16 Please, when I ask a question,
 17 answer it audibly --

18 A. Sure.

19 Q. -- rather than just nodding or
 20 saying "mm-hmm" or something, so the
 21 reporter can get the answer. Okay?

22 A. Yes.

23 Q. Also with me today, as you
 24 heard, Bethany Simmons, my colleague;
 25 Jason, who we introduced; and Mike Berkin,

1 H. Fuchs
 2 us and we'll go and clear up what we need
 3 to clear up.

4 We will be taking breaks,
 5 because I expect we will be going a fairly
 6 long time today. If at some point you
 7 want to take a break and we haven't called
 8 one, let us know and as soon as we get to
 9 an appropriate stopping point, we'll do
 10 that.

11 Could you tell us where you
 12 live, Ms. Fuchs?

13 A. I live at 60 Riverside Drive.
 14 It is on 78th Street and Riverside Drive,
 15 New York City.

16 Q. Are you feeling okay today, no
 17 medication of any kind that could possibly
 18 affect your ability to answer?

19 A. I feel okay.

20 MR. CURCHACK: Off the record.
 21 (Discussion held off the
 22 record.)

23 Q. Ms. Fuchs, did you do any
 24 preparation for this interview?

25 A. Not really.

1 H. Fuchs
 2 who I think you have met before.

3 A. Yes.

4 Q. Mike is with the financial
 5 advisory firm of GoldinAssociates, which
 6 was also retained by the Examiner.

7 I will be asking most of the
 8 questions today but, as I said before we
 9 started, because of the somewhat informal
 10 nature of the interview process here, from
 11 time to time Jason will probably be asking
 12 some questions, too. We might also ask
 13 Mike at some point to help phrase some of
 14 the questions correctly when we get into
 15 accounting specific questions. Okay?

16 A. Okay.

17 Q. Couple of boilerplate rules.
 18 Please wait for me to finish the question
 19 before you answer. If at any point you
 20 don't understand the question, just say so
 21 and we will try to rephrase it. If at
 22 some point during the interview you
 23 remember something that you want to add to
 24 an earlier answer or change an earlier
 25 answer, don't hesitate. Please just tell

1 H. Fuchs
 2 Q. Did you talk to anybody about it
 3 in advance?

4 A. I spoke to Len a little bit
 5 about what to expect in terms of the
 6 procedure.

7 Q. Did you look at any documents in
 8 preparation for the interview?

9 A. I looked at one document, which
 10 was -- refreshed my memory on.

11 Q. What document was that?

12 A. The one on restricted donations
 13 and the donation process. It was
 14 something we put together.

15 Q. I think we are going to get to
 16 that. Let's do it now.

17 A. I don't remember the full name
 18 of it.

19 Q. That's okay.

20 A. "Donation process" I think it
 21 was called.

22 Q. Let us show it to you and see if
 23 that is the one you are talking about.

24 A. Okay.

25 MS. SIMMONS: Let's move on and

1 H. Fuchs
 2 I will have them pull it.
 3 MR. CURCHACK: We'll come back
 4 to that. Okay.
 5 Q. Could you tell us about your
 6 education, please?
 7 A. Well, I went to Queens College
 8 and have a degree in math back in 1970.
 9 Bayside High School before that --
 10 Q. Just --
 11 A. That was it. No graduate
 12 school.
 13 Q. Have you ever taken any
 14 certifications or continuing education
 15 kind of programs?
 16 A. No, I haven't.
 17 Q. Let's turn to your employment
 18 history. What was your first job right
 19 out of college?
 20 A. I worked for Avon Products when
 21 I graduated as a -- I can't remember. We
 22 are talking 47 years ago.
 23 Okay. I worked for Avon
 24 Products, ended up, after 25 years, as
 25 director of internal audit. I started in

1 H. Fuchs
 2 as controller there?
 3 A. As controller? I was in charge
 4 of the day-to-day accounting and payroll
 5 and accounts payable. About maybe 15
 6 people.
 7 Q. So, your accounting experience
 8 really was learned on the job as opposed
 9 to formal education?
 10 A. That's correct.
 11 Q. So let's now take it from
 12 Children's Television Workshop to Smile
 13 Train. First of all, what caused you to
 14 leave Children's Television?
 15 A. I didn't really get along with
 16 the VP of finance -- the CFO, I should
 17 say. We had a difference of opinion, and
 18 I decided at that time -- they were doing
 19 a kind of layoff, so I kind of joined the
 20 crowd and got a nice severance -- I got a
 21 little severance package at the time.
 22 And one of the people I worked
 23 for at the Workshop left for Smile Train.
 24 Q. Who was that?
 25 (Pause.)

1 H. Fuchs
 2 their accounting department, moved into
 3 the systems department, and after that, I
 4 went into internal audit where I spent
 5 probably 15 out of the 25 years in that
 6 department.
 7 Final job was a director of
 8 international audit where we did financial
 9 and operational reviews of the facilities
 10 around the world.
 11 Q. Okay.
 12 A. After that -- you want the rest
 13 of my --
 14 Q. Sure.
 15 A. Sorry. From there I went to
 16 Sesame Workshop. It was called Children's
 17 Television Workshop when I was there. I
 18 was there for about two years as the vice
 19 president of -- vice president and
 20 controller. From there I moved to Smile
 21 Train --
 22 Q. Let me stop at Sesame Workshop a
 23 minute.
 24 A. Sure.
 25 Q. What were your responsibilities

1 H. Fuchs
 2 A. I'll remember it eventually.
 3 Q. That's why we let you go back.
 4 A. It's funny. He was the first --
 5 well, the second CEO at Smile Train.
 6 Q. So did he leave the Workshop to
 7 become CEO of Smile Train?
 8 A. Yes. He left before I left.
 9 Q. About how long before you left?
 10 Do you remember?
 11 A. Probably about six to eight
 12 months.
 13 Q. So this was what? Around
 14 2000 --
 15 A. 1999.
 16 Q. What was your first position at
 17 Smile Train?
 18 A. Smile Train, I was vice
 19 president of finance and administration.
 20 Q. And did -- what were your
 21 responsibilities in that position?
 22 A. Well, at that time Smile Train
 23 was a start-up, so it was really
 24 organizing the accounting department and
 25 the finance department and the HR

1 H. Fuchs
 2 department and keeping track of all of the
 3 expenses and payroll. Kind of wearing all
 4 the hats. It was a very small group,
 5 so -- it sounded good, though, the title.
 6 Q. Did you have people reporting to
 7 you while you were there?
 8 A. At Smile Train? Eventually,
 9 yes. No, the beginning, because it was
 10 about five or six people in total.
 11 Q. When did you grow -- when did it
 12 grow to the size that you needed help?
 13 A. After about six or seven years,
 14 I hired some staff.
 15 Baxter Urist, U-R-I-S-T.
 16 Q. That was the gentleman --
 17 A. He was at Children's Television
 18 Workshop and he moved to Smile Train.
 19 Sorry I blurted that out.
 20 Q. No problem.
 21 How long after you joined was it
 22 until Mr. Urist left?
 23 A. Probably about a year. Maybe
 24 less.
 25 Q. Do you recall the circumstances

1 H. Fuchs
 2 that caused him to leave?
 3 A. Not exactly.
 4 Q. Do you know who replaced him?
 5 A. Brian Mullaney.
 6 Q. So the first time you met Brian
 7 was in around 2000?
 8 A. Probably right, about 20,000.
 9 Q. At that point, when he came in
 10 he was the CEO of Smile Train?
 11 A. Acting CEO until he took the job
 12 permanently. I am not sure exactly the
 13 transition time, but...
 14 Q. So, you overlapped with him
 15 there for about 10 years more or less. Is
 16 that correct?
 17 A. Yes, that's correct.
 18 Q. During that time, did you and
 19 Brian have conversations about accounting
 20 practices?
 21 A. At Smile Train?
 22 Q. Yes.
 23 A. Can you be a little more
 24 specific?
 25 Q. Did Brian ever come to you with

1 H. Fuchs
 2 suggestions as to how to account for
 3 things?
 4 A. Such as?
 5 Q. Such as how to book donations,
 6 how to --
 7 A. No, not really. No.
 8 Q. Any --
 9 MR. LILIEN: Did your role at
 10 Smile Train include accounting?
 11 MS. FUCHS: Correct.
 12 MR. LILIEN: Can you just
 13 explain to us what that role was with
 14 respect to accounting?
 15 MS. FUCHS: Well, I did all of
 16 the accounting, all of -- whatever it
 17 entailed. Paying the bills, doing the
 18 payroll, booking the donations, doing
 19 the -- well, getting an accounting
 20 company in to do the financial reports
 21 that were required for the IRS filings
 22 and working with the marketing group
 23 in terms of how to report the
 24 donations and how they were getting
 25 them in.

1 H. Fuchs
 2 Kind of coming up with all the
 3 systems that needed -- that we needed
 4 to put together to have the company
 5 run smoothly.
 6 MR. LILIEN: In terms of how
 7 revenue, donations were recorded on
 8 the books and records of Smile Train,
 9 was that a function of yours?
 10 MS. FUCHS: That was my
 11 function. Correct.
 12 MR. LILIEN: Maybe that goes
 13 back to your question. Did you ever
 14 discuss that function with Brian?
 15 MS. FUCHS: Probably
 16 occasionally, but not when he first
 17 started. Towards -- when we had a
 18 board meeting, I had to prepare
 19 reports and things like that; we
 20 discussed it.
 21 Q. Did he ever suggest any changes
 22 in the way you were accounting for things?
 23 A. No.
 24 Q. You mentioned that payroll was
 25 one of your responsibilities?

1 H. Fuchs
 2 A. Correct.
 3 Q. Did Brian ever tell you -- ask
 4 you to handle his payroll in any way
 5 different than you were handling it before
 6 that?
 7 A. Well, in the beginning it was --
 8 well, we used ADP as our payroll firm, and
 9 every once in a while Brian would say he
 10 didn't want to be paid at a particular
 11 time, so to kind of defer his payroll.
 12 Q. Okay. And --
 13 A. So I'd keep track.
 14 Q. You'd keep track of what?
 15 A. What he was supposed to be
 16 earning versus what he actually was paid.
 17 Q. As part of your job as CFO, did
 18 you prepare W-2 forms for employees of
 19 Smile Train?
 20 A. ADP prepared those; yes.
 21 Q. When Brian took one of those
 22 deferrals, did it ever go from one fiscal
 23 year over into another fiscal year?
 24 A. Perhaps. I am not sure exactly.
 25 It's been a while. But it could have gone

1 H. Fuchs
 2 from one year to the next.
 3 Q. If that were the case, what
 4 would his W-2 have reflected?
 5 A. Well, his W-2 would reflect his
 6 cash salary. Whatever he received.
 7 Q. And did you put anything on the
 8 books of the company that would reflect
 9 the deferred portion of his salary?
 10 A. Well, at the end of the year I
 11 would always talk to auditors and explain
 12 to them how Brian would or would not like
 13 his payroll. And it was on a separate
 14 ledger.
 15 MR. LILIEN: Let me ask, when
 16 you say end of year --
 17 MS. FUCHS: Fiscal year, when
 18 the auditors would come in and review
 19 the books.
 20 MR. LILIEN: The W-2's --
 21 A. The W-2's are end of the
 22 calendar year. But I always kept a
 23 separate ledger of Brian's payroll.
 24 Q. When you first joined Smile
 25 Train, who were the outside auditors?

1 H. Fuchs
 2 A. They were from Ernst & Young.
 3 When I first joined, we didn't
 4 have an audit firm so I looked for an
 5 audit firm and we hired Mitchell & Titus.
 6 Q. How long were they the auditors?
 7 A. Until I left in 2011.
 8 Q. Did those auditors ever question
 9 the practice -- raise any questions about
 10 the practice of deferring this payment?
 11 A. I would explain to them the
 12 procedure I used, and they were fine.
 13 Q. Okay.
 14 A. As well as the board.
 15 MR. LILIEN: You mentioned
 16 before ADP prepares the W-2's.
 17 MS. FUCHS: Correct.
 18 MR. LILIEN: Based on
 19 information that you had put into the
 20 system?
 21 MS. FUCHS: Correct.
 22 Q. What caused you to leave Smile
 23 Train?
 24 A. My employment was terminated.
 25 Q. Were you given a reason?

1 H. Fuchs
 2 A. I was given a reason. It wasn't
 3 the right reason but I was given a reason.
 4 Q. What was the reason you were
 5 given?
 6 A. That -- at the time, that Smile
 7 Train was merging with Operation Smile,
 8 and my position was redundant.
 9 Q. What do you think the reason
 10 was?
 11 A. I think Charles Wang just didn't
 12 like me. I don't know honestly.
 13 Q. What was Mr. Wang's position --
 14 that is W-A-N-G; is that correct?
 15 A. W-A-N-G. Right.
 16 Q. What was his position with
 17 respect to Smile Train?
 18 A. Well, he was chairman of the
 19 board.
 20 Q. Had he been chairman the whole
 21 time you were there?
 22 A. Yes. Correct.
 23 Q. And to your knowledge, did he
 24 and Mr. Mullaney get along in your
 25 opinion?

1 H. Fuchs
 2 A. I thought they did. To my
 3 knowledge.
 4 Q. Did that change at some point?
 5 A. Probably, yes.
 6 Q. About when?
 7 A. I think probably about six
 8 months before my position was terminated.
 9 Q. Okay.
 10 A. Around that time. Maybe a
 11 little after that.
 12 Q. Did you leave Smile Train before
 13 or after Mr. Mullaney left?
 14 A. Well, I left after him, but
 15 his -- he was -- well, according to my
 16 understanding, he was supposed to be a
 17 consultant for a certain amount of time.
 18 So at the time my job was terminated, I
 19 thought he was still, had this consulting
 20 position. But apparently that wasn't
 21 quite right.
 22 Q. Were you processing payroll for
 23 him after he left or using a 1099?
 24 A. He wasn't -- he wasn't -- when I
 25 left, it was his last payroll. It was

1 H. Fuchs
 2 email?
 3 (Pause.)
 4 A. Sounds familiar. I mean, this
 5 sounds like I must have read it already,
 6 so I am sure I did receive it. My name is
 7 on it.
 8 Q. Were you offered severance when
 9 you left Smile Train?
 10 A. Yes, I was.
 11 Q. Did you take it?
 12 A. No, I didn't.
 13 Q. Why not?
 14 A. I disagreed with the terms that
 15 were in the agreement.
 16 Q. What terms did you disagree
 17 with?
 18 A. Particularly that I could not
 19 work for Brian Mullaney or even volunteer
 20 for Brian Mullaney or do anything for him.
 21 Q. So when -- did Mr. Mullaney
 22 offer you a position at WonderWork?
 23 A. He did, yes.
 24 Q. What did that happen?
 25 A. Probably around -- around

1 H. Fuchs
 2 payroll. I don't know after that what his
 3 payroll was.
 4 Q. So the record is clear, when he
 5 left, that was the last payroll that you
 6 saw for him?
 7 A. Correct. My timing might be off
 8 about the consultant part. I am not sure.
 9 Q. Did you subsequently learn a
 10 little bit more about why Mr. Mullaney
 11 left Smile Train?
 12 A. Whatever -- I learned things but
 13 I don't know how true some of them were,
 14 so I really don't feel like I know enough
 15 to say why he actually left.
 16 Q. I am going to show you an email
 17 we'll be marking as Exhibit Fuchs 1.
 18 (So marked for identification as
 19 (Fuchs Exhibit 1.)
 20 Q. For the record, we have marked
 21 as Exhibit Fuchs 1 a two-page email from
 22 Brian Mullaney to Karen Lazarus, Hana
 23 Fuchs and DeLois Greenwood dated Sunday,
 24 December 18, 2011.
 25 Do you recall receiving this

1 H. Fuchs
 2 October 2011, when -- yeah. That was
 3 about right. October. I left Smile Train
 4 February 2011.
 5 Q. So did you have any employment
 6 between February of 2011 when you left
 7 Smile Train and October?
 8 A. No.
 9 Q. Did you maintain contact with
 10 Mr. Mullaney during that period?
 11 A. We spoke. I am sure I received
 12 some emails.
 13 Q. Did you get sued by Smile Train
 14 at some point?
 15 A. Yes, I did. I actually sued
 16 them and then they countersued me.
 17 Q. What did you sue them for?
 18 A. For wrongful termination.
 19 Q. And what did they sue you for?
 20 A. For everything, for my salary
 21 for 12 -- for numerous things that they
 22 felt were sueable.
 23 Q. Did you have to hire a lawyer?
 24 A. Yes, I did.
 25 Q. Who paid for the lawyer?

1 H. Fuchs
 2 A. I did.
 3 Q. Did you ever receive anything
 4 from WonderWork to help you -- to help
 5 mitigate those costs?
 6 A. No, I didn't.
 7 Q. Did you ever receive anything
 8 from Mr. Mullaney to help with those
 9 costs?
 10 A. No, I didn't.
 11 Q. How did that lawsuit end up?
 12 A. Well, it was -- it was dropped
 13 without prejudice by both parties.
 14 Q. Was there a settlement in
 15 connection with that?
 16 A. No, there wasn't.
 17 MR. LILIEN: Can you clarify
 18 what they countersued you for?
 19 MS. FUCHS: Oh, pretty much for
 20 my entire salary for the 11 years I
 21 was working there. That's what I
 22 remember the most. They wanted me to
 23 pay back.
 24 Q. Did they say why they wanted you
 25 to pay it back?

1 H. Fuchs
 2 of WonderWork?
 3 MS. FUCHS: That's correct.
 4 Yes.
 5 MR. LILIEN: Do you recall what
 6 the content of those conversations or
 7 those emails or what help you provided
 8 him?
 9 MS. FUCHS: Well, I am not sure
 10 if they were emails or conversations,
 11 but he was still talking to Smile
 12 Train, trying to get -- he was working
 13 with some of the board members trying
 14 to get our severance approved because
 15 there was that agreement that we had.
 16 And they seemed to come to certain
 17 terms but never fully approved.
 18 So, we were still hoping that we
 19 could get a severance package, which
 20 then I would have dropped my lawsuit,
 21 but we didn't. And he would -- he
 22 would tell us that he thought maybe it
 23 was working or there was a board
 24 meeting that he might have told us
 25 they talked about it.

1 H. Fuchs
 2 A. You know, I can't remember. I
 3 am sure it was -- they had a reason there,
 4 but one of those things that I forgot.
 5 Q. Did they sue anybody else at the
 6 same time?
 7 A. Not that I know of.
 8 Q. Do you remember whether it was a
 9 federal court or a state court that they
 10 sued you in?
 11 A. Well, it was a countersuit to my
 12 suit, which must -- it must have been
 13 state. I don't remember what court it was
 14 in. Sorry.
 15 Q. That's okay.
 16 MR. LILIEN: I am sorry.
 17 Between February and November, you
 18 mentioned there was no employment.
 19 Were you consulting for anyone? Were
 20 you working in any capacity?
 21 MS. FUCHS: No. I was
 22 collecting unemployment.
 23 MR. LILIEN: During that period
 24 when you said you talked or had emails
 25 with Brian, was it about the formation

1 H. Fuchs
 2 Within, I guess it must have
 3 been around that summertime he was
 4 thinking of starting WonderWork --
 5 well, Surgery For The Poor.
 6 Q. When you referred to the
 7 agreement just now, is that the severance
 8 agreement --
 9 A. The severance agreement.
 10 Q. -- that they had offered you but
 11 had conditions that you didn't like?
 12 A. Correct.
 13 Q. And you said -- you also used
 14 the word "us" so I take it there were
 15 others who were in a similar position?
 16 A. Well, DeLois, Karen and I were
 17 all offered severance agreements that we
 18 turned down.
 19 Q. Were you all terminated at the
 20 same time?
 21 A. Yes. That's correct.
 22 Q. What is your current title at
 23 wonder work?
 24 A. Chief financial officer.
 25 Q. Has that changed over time?

1 H. Fuchs
 2 A. No.
 3 Q. Was there anybody in a similar
 4 capacity at WonderWork before you joined
 5 it?
 6 A. No.
 7 Q. What were your responsibilities
 8 when you started?
 9 A. When I started at Surgery For
 10 the Poor/WonderWork, my responsibilities
 11 were to develop a financial system,
 12 develop payroll, HR, and work with Help Me
 13 See to help them develop similar systems.
 14 Q. What was your understanding of
 15 the relation between Help Me See and
 16 WonderWork?
 17 A. My understanding was that we
 18 were -- WonderWork was to supply them with
 19 back office responsibilities for keeping
 20 the books and records, doing certain
 21 direct mail, which is kind of not in my
 22 wheel house. But direct mail and other
 23 marketing things.
 24 But my position was to set up
 25 accounting policies and procedures, set up

1 H. Fuchs
 2 were donations that you had raised at
 3 WonderWork?
 4 A. WonderWork/Surgery For the Poor.
 5 We did our own direct mail in addition to
 6 working with Help Me See.
 7 Q. Did Help Me See send out its own
 8 direct mail at that time?
 9 A. I don't remember quite how their
 10 direct mail program worked. But I think
 11 they did. I don't know. I can't
 12 remember.
 13 Q. Was Surgery For The Poor -- at
 14 the time that Help Me See and Surgery For
 15 The Poor were working together, Surgery
 16 For The Poor would be sending out
 17 solicitation mailings. Is that correct?
 18 A. Yes, that's correct.
 19 Q. And were you or was Surgery For
 20 The Poor sending out mailings on behalf of
 21 Help Me See, also?
 22 A. I don't remember that.
 23 Q. Okay.
 24 A. I don't remember how that direct
 25 mail program worked.

1 H. Fuchs
 2 their QuickBooks, PayPal, ways of getting
 3 donations.
 4 Q. Were you compensated by HMS for
 5 any of that separately from what you
 6 were --
 7 A. No, I wasn't.
 8 Q. Do you remember how much
 9 WonderWork was supposed to get paid by
 10 Help Me See?
 11 A. They were supposed to pay us
 12 \$166,000 a month for the services we were
 13 providing. I think we were supposed to
 14 then give them certain grants or rebates
 15 in exchange. However, the partnership
 16 didn't last very long.
 17 Q. You say grants or rebates.
 18 Could you explain that a little bit?
 19 A. Well, the money that was -- that
 20 we were raising, we were supposed to give
 21 them certain grants. I can't specifically
 22 say how much and for what at this point,
 23 but I remember we did give them a grant
 24 for Help Me See at one point.
 25 Q. And the source of those funds

1 H. Fuchs
 2 Q. Was there anything, to your
 3 recollection, in the mailings sent by
 4 Surgery For The Poor that would indicate
 5 that those funds would be going to Help Me
 6 See?
 7 A. To my recollection, our mailings
 8 were for burns, clubfoot, hydrocephalus
 9 and -- water on the brain and hole in the
 10 heart.
 11 Q. Go back to look at the long
 12 email again. On the last page, last major
 13 paragraph, it talks about a year-end
 14 bonus. Did you ever receive that?
 15 A. Not to my recollection.
 16 Q. So how were you compensated at
 17 WonderWork?
 18 A. Currently?
 19 Q. Let's start at the beginning and
 20 go forward.
 21 A. Oh. When I started, my
 22 compensation was 200,000 annually for
 23 three years, and then it was reduced. We
 24 took a pay cut of 40 percent to 160. And
 25 then FY -- the beginning of FY '17, last

1 H. Fuchs
 2 July, I was planning on working part time
 3 towards retirement, so I was going to -- I
 4 started to work two and a half days a week
 5 at 95,000.

6 Q. You said, I think, 40 percent
 7 reduction, but did you mean to say a
 8 \$40,000 reduction?

9 A. Oh, 20 percent -- to 160.
 10 Sorry. You are correct.

11 MR. LILIEN: Who received those
 12 reductions?

13 MS. FUCHS: Karen, DeLois,
 14 myself. I think that was it.

15 MR. LILIEN: What prompted the
 16 reductions?

17 MS. FUCHS: Well, we were trying
 18 to save money and we were looking at
 19 certain costs and work that was being
 20 done.

21 MR. LILIEN: Was that directed
 22 by the board, or did Brian come up
 23 with that?

24 MS. FUCHS: Brian asked us about
 25 it. We agreed and he presented it to

1 H. Fuchs
 2 an increase?
 3 A. Well, I took a pay cut because I
 4 was working part time, so --
 5 Q. So the increases for the other
 6 people that got reduced went into effect
 7 at the beginning of fiscal year '17?

8 A. Yes, I think so. Yes.
 9 Q. Last summer?

10 A. Yes. Last summer. Seems like a
 11 long time ago. Yes. But they weren't
 12 back up to the percentage that was
 13 reduced.

14 MR. LILIEN: Do you know roughly
 15 what the percentage of increase was?

16 MS. FUCHS: Normally around
 17 7 percent, but I can't tell you
 18 exactly what it was at that time. But
 19 we go around that.

20 MR. LILIEN: What justified the
 21 increase? What prompted the increase?

22 MS. FUCHS: We had a great year.
 23 People working really hard.

24 MR. LILIEN: What year is this?
 25 MS. FUCHS: FY '15 slash -- FY

1 H. Fuchs
 2 the board.

3 MR. LILIEN: Did Brian get a
 4 similar reduction?

5 MS. FUCHS: As of that time, no.

6 Q. And that reduction stayed in
 7 place until you decided to go part time?

8 A. For me, yes. Well, other people
 9 had gotten increases, so...

10 MR. LILIEN: Had gotten
 11 increases?

12 MS. FUCHS: When I got the
 13 reduction, because it was a new fiscal
 14 year and the beginning of the year we
 15 look at increases.

16 MR. LILIEN: I am sorry. Are
 17 the increases factored in after the
 18 reductions or did people, instead of
 19 getting reductions, get increases?

20 MS. FUCHS: No. Sorry. I
 21 probably confused everybody. We took
 22 the reductions. They stayed in place
 23 until we did the FY '16 budget, and
 24 then people were given increase.

25 Q. Were you one of the people given

1 H. Fuchs
 2 '15 year.
 3 MR. LILIEN: You had a great
 4 year.
 5 MS. FUCHS: We had a good year.
 6 A good year. And people were working
 7 really hard. And normally on an
 8 annual basis we do performance reviews
 9 and...

10 MR. CURCHACK: I am going to ask
 11 the reporter to now mark as Exhibit
 12 Fuchs 2 a document with production
 13 numbers WON 01770 through 01782.
 14 (So marked for identification as
 15 Fuchs Exhibit 2.)

16 Q. I would like to ask you when you
 17 get it to just look at the second page.

18 If you look at that page, it's a
 19 chart with titles, people's names and then
 20 several other columns, one of which is
 21 "Salary." For you, it says \$160,000. Do
 22 you see that line?

23 A. Yes.

24 Q. Next to that is \$8,000 under a
 25 column labeled "5 Percent." Can you tell

1 H. Fuchs
 2 me what that represents?
 3 A. The 5 percent?
 4 Q. Yes.
 5 A. Was the bonus calculation for
 6 2015. I mean, that's what it says here.
 7 MR. TRIVIGNO: Look at the rest.
 8 Q. Feel free to look at it. It is
 9 just ADP records.
 10 Did you receive an \$8,000 bonus
 11 at the end of fiscal '17?
 12 A. Yes, that's correct.
 13 Q. Then the next column says
 14 "Total", and it's calendar '15. Next to
 15 your name it says \$173,333.40.
 16 Can you tell me what that number
 17 represents?
 18 A. I think I know but I must look.
 19 To my recollection, that would
 20 have been the total salary for 2015.
 21 Q. Did you receive a bonus during
 22 calendar year 2015?
 23 A. Yes, I did. The 160, the annual
 24 salary of the 160 was the FY '15 amount of
 25 my salary. And had I added in -- if I

1 H. Fuchs
 2 numbers lower, not higher? I would
 3 think --
 4 MS. FUCHS: Which is lower?
 5 MR. LILIEN: Looking at Tiffany
 6 Carson, for example.
 7 MS. FUCHS: Because I -- I think
 8 it depends when she started. But I
 9 don't have the start date, but let me
 10 take a look.
 11 She was hired --
 12 MR. TRIVIGNO: 1779 is the page
 13 she is looking at.
 14 MS. FUCHS: She was hired in
 15 June of 2014, which would have been
 16 the starter for salary. She started
 17 June 2, 2014, which is FY -- FY '15.
 18 She would have been at the 60,000
 19 mark. But the calendar year would
 20 have been -- well, I'd have to look it
 21 up. I am not making sense.
 22 It was -- the calendar year
 23 should have all been calculated the
 24 same way from January to December of
 25 2015, whereas the annual salary was

1 H. Fuchs
 2 would have added in the whole calendar
 3 year for 2015, then I would have gotten
 4 173,000.
 5 So, there were two options here,
 6 the annual salary versus the calendar year
 7 salary to do this calculation. Am I
 8 making sense?
 9 Q. Let me ask a foundational
 10 question. What does this chart represent?
 11 A. Well, as I recall, Brian had
 12 asked me what everybody's salary was and
 13 he wanted to give -- he wanted to see what
 14 a 5 percent bonus would be. So I took the
 15 actual annual salary that we were given at
 16 the fiscal year versus what the calendar
 17 would have been had we extended it out,
 18 which included the higher salary that I
 19 was given before the reduction -- that
 20 everybody was given.
 21 So, the calendar year, if you
 22 add in the total of the 200 for the first
 23 six months and the 160 for the second six
 24 months, you would have gotten this 173.
 25 MR. LILIEN: Why are some

1 H. Fuchs
 2 the fiscal year, FY '16, and I would
 3 have to go back to my payroll detail.
 4 I don't have that spreadsheet.
 5 Q. Okay.
 6 So, in the approximately six
 7 years you have been working at WonderWork
 8 or Surgery For The Poor, did your
 9 responsibilities change?
 10 A. No. My responsibilities
 11 remained the same.
 12 Q. When did you meet DeLois
 13 Greenwood?
 14 A. I met DeLois Greenwood at Smile
 15 Train when I started working there.
 16 Q. So she was there before you?
 17 A. That's correct.
 18 Q. When did you meet Karen Lazarus?
 19 A. I met Karen about maybe a year
 20 after I started.
 21 Q. Is that when she joined Smile
 22 Train?
 23 A. That's correct.
 24 Q. So until you were at Smile
 25 Train, you hadn't met Mr. Mullaney or

1 H. Fuchs
 2 either Ms. Greenwood or Ms. Lazarus?
 3 A. That's correct.
 4 Q. Were you involved at all in
 5 developing the business plan for
 6 WonderWork?
 7 A. I didn't develop a plan per se,
 8 but I assisted in some of the numbers,
 9 writing some of the numbers for Brian.
 10 But his business plan, he developed.
 11 MR. LILIEN: What does that
 12 mean, writing the business?
 13 MS. FUCHS: Running the numbers.
 14 If he wanted to see something 5 years
 15 into the future, he would give me the
 16 parameters as to how to calculate
 17 them. Like if X donations increased
 18 by 10 percent over the years -- and
 19 this is just an example -- then I
 20 would do a spreadsheet on that.
 21 MR. LILIEN: And what were the
 22 columns you were filling in? What
 23 were the end numbers you were trying
 24 to come up with? Revenues? Net
 25 assets? What?

1 H. Fuchs
 2 MS. FUCHS: Best of my
 3 recollection, it would be revenue,
 4 expense, grants.
 5 Q. Did you have any input into that
 6 business plan or that budget that was
 7 based on numbers provided to you other
 8 than the numbers that you got from Brian?
 9 A. No, not to my recollection.
 10 MR. LILIEN: Were you utilizing
 11 your experience at Smile Train in any
 12 way in coming up with those numbers?
 13 MS. FUCHS: I guess so.
 14 MR. LILIEN: Can you be a little
 15 more specific?
 16 MS. FUCHS: Well, our business
 17 at Smile Train was granting money to
 18 hospitals, having them do the
 19 surgeries and then, you know, giving
 20 them funding as they grew.
 21 So, similarly, we grant money to
 22 the hospitals to perform the
 23 surgeries, except it's different types
 24 of surgery. So, a similar type of
 25 model.

1 H. Fuchs
 2 We used the same type of
 3 accounting. QuickBooks I used at
 4 Smile Train in the beginning. Using
 5 QuickBooks at WonderWork. Payroll,
 6 the same, of ADP. So, in that
 7 respect, yes.
 8 Q. When you joined Surgery For The
 9 Poor initially -- if it's okay with you, I
 10 am going to say WonderWork?
 11 A. Sure.
 12 Q. And we all know the name
 13 changed, but if we are talking about a
 14 period before the name change, you will
 15 understand I mean --
 16 A. That is fine. I agree.
 17 Q. When you first joined, who was
 18 handling the payroll for WonderWork?
 19 A. When I joined WonderWork, there
 20 was no payroll system in place.
 21 Q. So did you develop that payroll
 22 system?
 23 A. Yes. Called ADP January 2012.
 24 Prior to that, I had an accounting person
 25 come in and run the numbers for me so I

1 H. Fuchs
 2 could make the payments, tax payments.
 3 Q. Okay.
 4 A. But that was just October,
 5 November, December of 2011.
 6 Q. When did Mr. Mullaney first
 7 defer some portion of his salary, to your
 8 knowledge?
 9 A. I would have to look at my
 10 payroll records. I can't give you a
 11 specific date.
 12 Q. Did Mr. Mullaney ever make a
 13 loan to WonderWork?
 14 A. There was initially, when the
 15 organization started, he -- before I
 16 actually did the accounting, there was a
 17 payment made to WonderWork from
 18 Mr. Mullaney as a loan.
 19 Q. Did that get repaid?
 20 A. Yes, it did.
 21 Q. Do you remember how much the
 22 loan was?
 23 A. I am thinking it was \$50,000.
 24 Q. And do you know where the funds
 25 to make that loan came from?

1 H. Fuchs
 2 A. No, I don't.
 3 MR. CURCHACK: I am going to ask
 4 the reporter to mark as Exhibit Fuchs
 5 a five-page document labeled,
 6 "Donations Process Overview" dated
 7 June 30, 2017.
 8 (So marked for identification as
 9 Fuchs Exhibit 3.)
 10 Q. Is this the document you were
 11 referring to before as the donations
 12 process?
 13 A. Yes.
 14 Q. This document is dated June 30,
 15 2017. Do you recall when you started to
 16 prepare it?
 17 A. Well, to the best of my
 18 recollection, it was done in phases, and
 19 the marketing group started first. I
 20 reviewed part of it and then the final
 21 piece I added, which was the fund
 22 accounting reconciliation on page 4.
 23 Q. And when did you first start
 24 working on your part of this?
 25 A. I probably started documenting

1 H. Fuchs
 2 WonderWork?
 3 A. So, to be clear, did it change
 4 on my side, or did it change on
 5 marketing's side? I am not sure --
 6 Q. On your side, with respect to
 7 your roles.
 8 A. Yes. We changed -- I changed
 9 the part about how the restricted
 10 donations were recorded based on linking
 11 the donations to an appeal, which is on
 12 two.
 13 Q. Was the practice of doing that
 14 linkage conducted prior to the time that
 15 this document was prepared?
 16 A. To my knowledge, yes. This was
 17 always -- donations were always linked to
 18 an appeal in the marketing department on
 19 their database.
 20 Q. And was that -- were those
 21 markings carried through into the
 22 financial statements of WonderWork?
 23 A. We started carrying them through
 24 for FY '16. They weren't linked prior to
 25 that by me because in the past I wasn't

1 H. Fuchs
 2 this around the time the auditors came in
 3 April, and we finished it June 30th.
 4 Q. Which auditors are you referring
 5 to?
 6 A. BDO.
 7 Q. Until BDO became involved, was
 8 there any similar document that laid out
 9 the donations process?
 10 A. Not as comprehensive as this.
 11 MR. LILIEN: Can you give some
 12 more clarity to that?
 13 MS. FUCHS: I had write-ups on
 14 certain of this, pieces of this. But
 15 not as detailed.
 16 MR. LILIEN: Where were those
 17 write-ups?
 18 MS. FUCHS: Normally the
 19 auditors take them. I write them up.
 20 The auditor, KPMG and BDO, writing
 21 something up for them as to how it
 22 works.
 23 Q. Did the process of -- did any of
 24 the processes referred to in this document
 25 change over the course of your time at

1 H. Fuchs
 2 using this piece of knowledge to record
 3 the WonderWork donations.
 4 MR. LILIEN: To clarify, you
 5 mentioned you started working on this
 6 in connection with the audit by BDO.
 7 MS. FUCHS: That's correct.
 8 MR. LILIEN: When you mentioned
 9 fiscal '16, I want to be clear you are
 10 saying that in connection with the BDO
 11 audit and their guidance they are
 12 giving to you? I don't want to put
 13 words in your mouth but I want to make
 14 sure I understand.
 15 MS. FUCHS: That's correct. In
 16 connection to their guidance, we went
 17 back and looked at FY '15 because of
 18 the way -- because of the procedures
 19 we were using for FY '16. And so BDO
 20 wanted to affirm that it was the same
 21 in FY '15, which KPMG did that audit.
 22 Q. Was it the same?
 23 A. For WonderWork donations, no.
 24 Q. And how was it different?
 25 A. For the WonderWork

1 H. Fuchs
 2 contributions, I was not linking the
 3 donation to the appeal. The other -- the
 4 other causes, very simply, are restricted
 5 based on the cause. People donate money
 6 to Burn Rescue, First Step, 20/20/20.
 7 However, when they donate money to
 8 WonderWork, it was always a WonderWork
 9 account unless specifically on the check
 10 or letter it would say, "Please use this
 11 money for blindness, please use this money
 12 for clubfoot." Then it would become
 13 restricted to that cause.

14 But if it was just WonderWork, I
 15 never went back to check on the appeal,
 16 which was...

17 Q. How did you know when a check
 18 came into WonderWork -- let me rephrase
 19 that.

20 Prior to 2016, when a check came
 21 into WonderWork and had some notation on
 22 it such as "for surgery" or "for
 23 blindness," how was that booked in
 24 WonderWork's account? As a restricted or
 25 unrestricted donation?

1 H. Fuchs
 2 retained and you were looking at
 3 fiscal year '16 to evaluate what was
 4 done in '16?

5 MS. FUCHS: Well, we had a
 6 restricted WonderWork account, but it
 7 was at that time, before BDO started,
 8 only one donation in there, which was
 9 restricted for a medical records
 10 database.

11 MR. LILIEN: So during what time
 12 period, approximately what time did
 13 you start revisiting WonderWork and
 14 the practice for WonderWork?

15 MS. FUCHS: Actually, before
 16 BDO. Probably around January of 2017.

17 Q. Do you recall -- whose decision
 18 was it to go back to January of '16 --
 19 excuse me. January of 2017 and look at
 20 that?

21 A. I think it was a joint decision
 22 between our lawyers and Brian, us. I am
 23 not sure exactly who made the decision.

24 Q. Does DMP play any role in the
 25 funds processing process?

1 H. Fuchs
 2 A. If it specifically said on the
 3 check or if there was a letter attached to
 4 the check, it would be restricted to the
 5 cause, but not to WonderWork. There was
 6 not a WonderWork-restricted account at
 7 that time.

8 The WonderWork checks came
 9 directly to the office for the most part.

10 The address on the reply on the envelope

11 was usually our office address, so I

12 opened the mail and I would see the check,

13 and I would see what it said on the check.

14 And that's how it became either restricted

15 or unrestricted.

16 The marketing department then

17 was able to check in their database what

18 mail piece the donor received to determine

19 what -- why they sent the money.

20 Q. So did you maintain a restricted

21 and an unrestricted account for WonderWork

22 itself during this period?

23 A. Not until FY '16.

24 MR. LILIEN: You mean during the

25 fiscal year '16 or after BDO was

1 H. Fuchs
 2 A. DMP, our caging company?
 3 Q. Yes.
 4 A. They get most of the -- they get
 5 the majority of the direct mail pieces.
 6 They are mailed to a post office box in
 7 Maryland. And they -- their role is to
 8 get the mail, sort it out, process the
 9 checks, update the database based on the
 10 primarily restricted accounts that we
 11 have, the Burn Rescue, First Step and
 12 20/20/20.

13 Q. How does DMI fit in with the
 14 process?

15 A. DMI is our database management
 16 company. Their database is what we use
 17 currently to keep track of all of the
 18 donations, all the direct mail pieces, all
 19 of our donors.

20 Q. Before DMI, was there another
 21 entity that did that for you?

22 A. Yes. IDMI.

23 Q. Did they do basically the same
 24 thing as DMI does?

25 A. Yes. Also part of their job is

1 H. Fuchs
 2 to analyze the data, too, as well as --
 3 Q. "Their" meaning --
 4 A. Both of those companies. Direct
 5 mail companies, they analyze, report, do
 6 all the marketing requirements.
 7 Q. Why did you switch from IDMI to
 8 DMI?
 9 A. I think marketing -- the
 10 marketing group would be the best people
 11 to explain it. I think it was expensive.
 12 Part of it was expense, but I don't know
 13 the full reason.
 14 MR. LILIEN: What is the savings
 15 of cost between IDMI and DMI?
 16 MS. FUCHS: I am thinking at
 17 least 50 percent. I am just thinking
 18 of the monthly -- the monthly database
 19 costs were -- I think they ran around
 20 \$6,000 for IDMI and now are about
 21 2,500 for DMI. There are other
 22 things, too, but that's my initial
 23 recollection.
 24 Q. Who maintains the general ledger
 25 for WonderWork?

1 H. Fuchs
 2 A. I do.
 3 Q. Who has access to it?
 4 A. I do.
 5 Q. Does anybody else have access to
 6 it?
 7 A. Read or change?
 8 Q. Let's take them separately.
 9 First, read.
 10 A. The auditors can, if I grant
 11 them access at the time they are working
 12 on it, and the legal people.
 13 Q. But none of them have the right
 14 to change the ledger?
 15 A. Correct.
 16 MR. LILIEN: No one has the
 17 right to change the ledger but you?
 18 MS. FUCHS: Correct.
 19 Q. From the time you first joined
 20 WonderWork until the middle of 2016, did
 21 WonderWork have a travel policy?
 22 A. WonderWork had a travel policy,
 23 yes.
 24 (So marked for identification as
 25 Fuchs Exhibit 4.)

1 H. Fuchs
 2 Q. The reporter has marked as
 3 Exhibit Fuchs 4 a two-page document that
 4 says at the top "WonderWork Inc. Employee
 5 Travel Policy." Is this the policy you
 6 were talking about?
 7 A. Yes, this is the policy.
 8 Q. Do you recall when it was
 9 actually put on paper the way it is now?
 10 A. When we did a board policy
 11 manual, we put this on paper. It was
 12 probably about 2012.
 13 Q. Did this policy apply to
 14 everybody at WonderWork?
 15 A. This applied to the employees.
 16 Q. Did this apply to Mr. Mullaney?
 17 A. No. Mr. Mullaney has his travel
 18 policy in his employment agreement.
 19 Q. Are there any unwritten travel
 20 policies at WonderWork?
 21 A. Can you give me a --
 22 Q. Are there any -- was this travel
 23 policy followed literally by WonderWork?
 24 A. No.
 25 Q. Was this policy ever followed by

1 H. Fuchs
 2 WonderWork?
 3 A. The travel policy -- well, first
 4 of all, really most employees don't
 5 travel, so it was followed by the junior
 6 employees. However, for the most part, I
 7 don't think so.
 8 Q. And by referring to people other
 9 than the junior employees do you mean, for
 10 example, Mr. Mullaney?
 11 A. Well, Mr. Mullaney did not
 12 follow this policy. I am trying to think
 13 of who else travelled. DeLois Greenwood
 14 travelled; however, her reimbursements
 15 were usually for airline tickets and
 16 that's probably all.
 17 I didn't really travel, so...
 18 MR. LILIEN: What is your
 19 understanding of Brian's travel
 20 procedures that are in his employment
 21 contract?
 22 MS. FUCHS: My understanding of
 23 his travel procedures is his hotel
 24 stays in New York, train to New York,
 25 family travel with him, business class

1 H. Fuchs
 2 travel.
 3 MR. LILIEN: Can you explain
 4 that a little further and go through
 5 those individually? When you say his
 6 hotels in New York, what are you
 7 referring to?
 8 MS. FUCHS: Well, Mr. Mullaney
 9 lives in Boston now, so he commutes
 10 once a week or one every two weeks,
 11 and the transportation cost is covered
 12 under his employment agreement, the
 13 train to and from, parking, things
 14 like that.
 15 Q. Have you ever read his
 16 employment agreement?
 17 A. Yes.
 18 Q. Where does Mr. Mullaney stay
 19 when he is in New York?
 20 A. He stays usually at the Langham
 21 Hotel.
 22 Q. Who was the initial public
 23 auditor for WonderWork?
 24 A. KPMG.
 25 Q. And they were the auditors until

1 H. Fuchs
 2 the budget, does the budget include the
 3 amounts that WonderWork pays for
 4 Mr. Mullaney's commuting to and from
 5 Boston?
 6 A. That's included in the budget,
 7 yes.
 8 Q. As part of what line?
 9 A. Travel.
 10 MR. LILIEN: Is it separately
 11 delineated?
 12 MS. FUCHS: Not -- not in the
 13 budget that the board receives, but in
 14 the work papers that I use to prepare
 15 the budget.
 16 MR. LILIEN: Within the system
 17 that you manage at WonderWork, is
 18 travel and commuting treated the same?
 19 MS. FUCHS: Well, there is a
 20 line item for travel, and then there
 21 is a line item for transportation, and
 22 then there is another line item for
 23 meetings and entertainment. So there
 24 are several line items and I book the
 25 hotels on the meeting line and

1 H. Fuchs
 2 when?
 3 A. They finished our FY '15 audit
 4 and 990 New York tax return.
 5 Q. Did they start working on the
 6 2016 audit?
 7 A. No, they did not.
 8 Q. Did KPMG ever raise any
 9 questions about your travel policies?
 10 A. Not to my knowledge they didn't
 11 raise -- not to my recollection.
 12 Q. Did BDO ever raise any questions
 13 about your travel policy?
 14 A. BDO asked about approvals of
 15 expenses.
 16 Q. And what did you tell him?
 17 A. Well, the expense budget is
 18 approved by the board, the travel budget
 19 is approved by the board. Mr. Mullaney's
 20 expenses are part of his contract. And
 21 they wanted to see backup for many of the
 22 expenses that were in his -- on his credit
 23 card and we were able to obtain most of
 24 them.
 25 Q. When you said the board approves

1 H. Fuchs
 2 transportation for the commuting. Is
 3 that --
 4 MR. LILIEN: You mentioned
 5 before you believe his employment
 6 contract also covers his family.
 7 MS. FUCHS: For certain travel.
 8 MR. LILIEN: Can you explain
 9 that?
 10 MS. FUCHS: If he decides to go
 11 on a trip to visit a hospital, he is
 12 allowed to take his spouse with him.
 13 That's what I think is included.
 14 Q. Does WonderWork have an expense
 15 reimbursement policy different than the
 16 travel policy?
 17 A. Well, what I consider the
 18 expense reimbursement policy would be a
 19 person filling out an expense report for
 20 expenses they incurred, attaching all the
 21 required receipts. So it could be for
 22 travel or it could be for something that
 23 they have spent their own money on. Maybe
 24 office supplies that weren't ordered or
 25 something they needed to get to the

1 H. Fuchs
 2 office. Stamps, for example. And they
 3 would put it on an expense report with the
 4 backup and it would be approved and
 5 reimbursed.

6 Q. Who would approve it?

7 A. I would. Normally they'd ask me
 8 first. "Can I buy stamps? We don't have
 9 any stamps."

10 Q. Was that policy ever in writing?

11 A. I don't think so. It's actually
 12 written up on the form, but it's not a
 13 separate policy.

14 Q. Did Mr. Mullaney follow that
 15 policy when he put in for reimbursements?

16 A. Primarily Mr. Mullaney's
 17 expenses were on a corporate credit card,
 18 so I don't remember -- or there may be one
 19 or two times when he filled out an expense
 20 report. But his assistant, Karen, would
 21 do that. Maybe once.

22 MR. LILIEN: Regarding
 23 Mr. Mullaney's commuting expenses, do
 24 you recall any discussion with your
 25 auditors about whether any of the

1 H. Fuchs
 2 financial system at WonderWork to
 3 treat hotel and travel that is
 4 personal to Mr. Mullaney as a benefit?

5 MS. FUCHS: In my opinion, it
 6 was always business related, so no,
 7 not a benefit at this point.

8 MR. LILIEN: What was business
 9 related about it?

10 MS. FUCHS: The fact that he
 11 lived in Massachusetts and needed to
 12 commute to New York to do business.

13 MR. LILIEN: Was this a need --
 14 when you say need, explain what you
 15 mean by need?

16 MS. FUCHS: Well, if he had a
 17 meeting in the office, he had to have
 18 a staff meeting or talk to the staff
 19 or things like that. So, there would
 20 be a need for him to be there.

21 Q. Did Mr. Mullaney live in Boston
 22 when you joined WonderWork?

23 A. No, he didn't.

24 Q. Do you recall when he moved?

25 A. Probably about -- about two

1 H. Fuchs
 2 payments for those expenses were
 3 taxable, taxable for Mr. Mullaney?

4 MS. FUCHS: I don't recall any
 5 discussions like that.

6 MR. LILIEN: Do you recall
 7 having any discussions with Brian?

8 MS. FUCHS: About that?

9 MR. LILIEN: Yes.

10 MS. FUCHS: No, I don't.

11 MR. LILIEN: Have you ever
 12 treated those payments to Mr. Mullaney
 13 as taxable to him in terms of federal
 14 tax reporting?

15 MS. FUCHS: On his travel? On
 16 his transportation?

17 MR. LILIEN: On his commuting.

18 MS. FUCHS: No, I haven't.

19 MR. LILIEN: Including his
 20 hotel.

21 MS. FUCHS: No, I haven't.

22 Q. And his travel?

23 A. No, I haven't.

24 MR. LILIEN: Relatedly on that
 25 point, would you consider within your

1 H. Fuchs
 2 years ago maybe.

3 Q. While he was living -- while
 4 Mr. Mullaney was living in New York, did
 5 he get compensated for his computing
 6 costs?

7 A. Not that I recall.

8 Q. Who told you that it was okay to
 9 reimburse his computing costs as a
 10 business expense?

11 A. Well, at the time it was KPMG.

12 MR. CURCHACK: I am going to ask
 13 the reporter to --

14 MR. LILIEN: Sorry, one second.
 15 I want to explore that. Apart from
 16 KPMG, before it got to the time of the
 17 audit, during the course of the year
 18 before it was audit time when the
 19 auditor came and looked at expenses,
 20 who instructed you to pay
 21 Mr. Mullaney's hotel and travel from
 22 Boston?

23 MS. FUCHS: Well, it was
 24 discussed with the -- with the audit
 25 committee on the board, too, and I

1 H. Fuchs
 2 was -- I had explained this is what I
 3 do, and they agreed.
 4 Q. Did you have direct
 5 communications with the board on that?
 6 A. Directly to the board?
 7 Q. Let me ask some specific
 8 questions. Did you ever attend board
 9 meetings?
 10 A. One.
 11 Q. Was the issue of Mr. Mullaney's
 12 travel between Boston and New York address
 13 at that board meeting?
 14 A. No, it was not.
 15 Q. Did you have direct
 16 communications either by email or phone
 17 with any member of the board concerning
 18 Mr. Mullaney's travel between Boston and
 19 New York?
 20 A. I don't recall having direct
 21 communications. I recall speaking with a
 22 board member when he was in the office.
 23 Q. Do you remember which board
 24 member that was?
 25 A. J.J.

1 H. Fuchs
 2 MR. LILIEN: When you say the
 3 audit committee had approved this,
 4 when did the audit committee approve
 5 this and how do you know they approved
 6 it?
 7 MS. FUCHS: Currently J.J. has
 8 approved all of the expenses, so I
 9 know he has approved in the past, but
 10 I am not sure when.
 11 MR. LILIEN: When you say he's
 12 approved expenses, can you tell me
 13 what you mean by that?
 14 MS. FUCHS: He's gone over all
 15 of the FY '15 and '16 credit card
 16 expenses from Mr. Mullaney.
 17 MR. LILIEN: When did he start
 18 doing that?
 19 MS. FUCHS: Well, he did that
 20 for BDO recently.
 21 MR. LILIEN: Going back in time,
 22 though, not in connection with a BDO
 23 audit, you mentioned before the audit
 24 committee had approved this practice.
 25 I think that is what you had said.

1 H. Fuchs
 2 MS. FUCHS: Well, I am
 3 assuming -- I shouldn't say assume,
 4 but since it was in his contract about
 5 his expenses and they read that and
 6 approved his contract, that is what I
 7 am surmising, that --
 8 Q. Sorry to interrupt. Did
 9 Mr. Mullaney tell you that the board had
 10 approved his commuting costs at the time
 11 he made the move?
 12 A. To the best of my recollection,
 13 yes.
 14 MR. CURCHACK: We are going to
 15 now mark as Fuchs Exhibit 5, 6, 7, 8
 16 and 9, the New York forms CHAR500 for
 17 several fiscal years, and attached to
 18 each of those forms is the Internal
 19 Revenue Service Form 990. Attached to
 20 that is the audited financial
 21 statements. The first exhibit is for
 22 fiscal year ended June 30, 2012.
 23 6 will be for fiscal year ended
 24 June 30, 2013.
 25 Let me redescribe this exhibit

1 H. Fuchs
 2 as the same documents I described but
 3 not including fiscal year 2016.
 4 (So marked for identification as
 5 Fuchs Exhibit 5.)
 6 (So marked for identification as
 7 Fuchs Exhibit 6.)
 8 (So marked for identification as
 9 Fuchs Exhibit 7.)
 10 (So marked for identification as
 11 Fuchs Exhibit 8.)
 12 Q. I don't think you need to read
 13 the whole thing at this time. I will
 14 represent these were copied directly from
 15 production.
 16 Do you recognize these
 17 documents?
 18 A. Yes.
 19 Q. Were you responsible for
 20 preparing any portion of these documents?
 21 A. I was responsible in conjunction
 22 with KPMG in preparing these.
 23 Q. Who actually filled out the form
 24 CHAR500?
 25 A. This form was filled out by

1 H. Fuchs
 2 KPMG.
 3 Q. Did KPMG prepare the initial
 4 drafts of the Form 990's also?
 5 A. That's correct.
 6 Q. What did they base their
 7 preparation of those documents on?
 8 A. They used the general ledger
 9 that I supplied for them for their initial
 10 preparation for the numbers anyway.
 11 Q. And did you review these reports
 12 before they were filed?
 13 A. Yes, I did.
 14 Q. And did you sign these reports
 15 before they were filed?
 16 A. I signed the CHAR500, and
 17 Mr. Mullaney signed the 990 and the
 18 CHAR500.
 19 Q. Over the course of the years at
 20 WonderWork, did your involvement in the
 21 preparation of these returns change?
 22 A. No.
 23 Q. If you could turn, in the
 24 2012-fiscal year return, to the page
 25 labeled or numbered WON-EX 92. At the top

1 H. Fuchs
 2 fiscal year 2015. Let's go to page 277.
 3 To your recollection, did Mr. Mullaney
 4 take any trips during fiscal year 2015?
 5 A. He probably did. I cannot
 6 remember where, but I am guessing he did.
 7 Q. But these boxes are not checked
 8 on this year's return either, are they?
 9 A. I don't see a checkmark.
 10 Q. Let's turn to the return for
 11 fiscal year 2013. I want you to turn
 12 to -- I thought I had marked the number.
 13 Give me a second.
 14 Page 0128. This is Part 10 of
 15 the Form 990. I would like to address
 16 your attention to line 23.
 17 A. I am sorry. Which one?
 18 Q. It is the one that begins with
 19 113 on the bottom.
 20 A. Okay. I got it.
 21 Q. Go to the page that is 0128 at
 22 the bottom and look at line 23. It says,
 23 "Secured mortgages and notes payable to
 24 unrelated third parties." The line is
 25 blank for the beginning of the year but

1 H. Fuchs
 2 of this page, which is labeled "Schedule J
 3 Compensation Information," do you see the
 4 boxes under line 1a?
 5 A. Yes.
 6 Q. And the first box says, "First
 7 Class or Charter Travel." Is that
 8 correct?
 9 A. The box? Yes, that's what it
 10 says.
 11 Q. And the next box says "Travel
 12 for Companions." Is that correct?
 13 A. That's correct.
 14 Q. Is either of these boxes
 15 checked?
 16 A. No.
 17 Q. But is it correct that during
 18 this period Mr. Mullaney would travel with
 19 his spouse and would take business or
 20 first class airfares?
 21 A. To the best of my
 22 recollection -- well, I don't remember in
 23 that time period what travel Mr. Mullaney
 24 did.
 25 Q. Let's look at the form for

1 H. Fuchs
 2 has a \$1,159,203 entry for the end of the
 3 year. Can you tell me what that
 4 represents?
 5 A. I am thinking this was a loan
 6 made by one of our major donors. We would
 7 call them impact loans -- oh, you know
 8 what? I am sorry. I take that back. The
 9 loans payable underneath that is the
 10 impact loan.
 11 It might have been -- I don't
 12 really want to guess here, but it might
 13 have been money we borrowed against our
 14 monies in Vanguard, but I am not sure. I
 15 have to go back to my general ledger to
 16 find that out.
 17 Q. Let me ask you to turn to page
 18 0170 in that same package, notes to the
 19 financial statements. I ask you to read
 20 footnote 7 and let me know if that
 21 refreshes your recollection.
 22 A. That's the impact loan, yes.
 23 Q. Well, keep going.
 24 A. Borrow against the investment
 25 brokerage account. Yes.

1 H. Fuchs

2 Q. Why did WonderWork borrow
3 against its investment brokerage account?

4 A. My understanding is we might
5 have been a little bit cash -- in need of
6 some cash.

7 MR. LILIEN: What was in the
8 investment account at the time?

9 (Pause.)

10 MR. LILIEN: I am not asking the
11 specific amount. I am asking what
12 were the source of the assets
13 represented in the investment account.

14 MS. FUCHS: The investment
15 account had monies from the loans, the
16 impact loans that we received that we
17 hadn't spent plus there were -- there
18 were some stocks and bonds that people
19 had donated to us.

20 MR. LILIEN: Why was there a
21 need to borrow against that account as
22 opposed to spending the investment
23 assets in the account?

24 MS. FUCHS: My recollection was
25 at that time it was probably less

1 H. Fuchs

2 MR. LILIEN: Is [REDACTED] an
3 investment manager or investment
4 advisor to WonderWork?

5 MS. FUCHS: That is not his
6 title, but he was assisting in some
7 investment information for us.

8 MR. LILIEN: And to your
9 recollection, did the board approve
10 that loan against the investment pool?

11 MS. FUCHS: To my recollection,
12 they did.

13 MR. LILIEN: They did?

14 MS. FUCHS: They did.

15 Q. Let's turn now to the forms for
16 fiscal year 2015, the one that begins with
17 237 at the bottom. You with me?

18 A. Yes.

19 Q. If you look at the page number
20 239, there is a line -- I am sorry. This
21 is called Schedule 4A, professional fund
22 raisers, fund raising councils, commercial
23 co-venturers.

24 In line 2, an entity called CDR
25 Fund Raising Group is identified. Can you

1 H. Fuchs

2 expensive to take -- to borrow the
3 money, based on the interest that we
4 were getting on the investment. But I
5 would have to go back and look up my
6 details. But I think the money in the
7 Vanguard account was making more money
8 than the money that we took out
9 percentage-wise.

10 Q. Who made the decision to invest
11 the money in that account?

12 A. The decision was made by
13 Mr. Mullaney on the advice of some
14 person -- persons who were investment
15 strategists.

16 MR. LILIEN: Do you know the
17 names of the people who were
18 investment strategists?

19 MS. FUCHS: Well, the person
20 whose name comes to mind is [REDACTED]

21 [REDACTED]
22 MR. LILIEN: [REDACTED]?

23 MS. FUCHS: Yes. He is a
24 professor of something. I don't have
25 his whole title. But [REDACTED].

1 H. Fuchs

2 tell me who CDR Fund Raising Group is?

3 A. CDR is our current marketing
4 consultants that strategize with us on how
5 to choose our marketing mail pieces and
6 lists and budgeting, what we need to do in
7 our direct mail.

8 Q. According to this form, they
9 received a fee of \$227,500 during this
10 fiscal year. Is that correct?

11 A. That's correct.

12 Q. I would like to ask you to turn
13 to page number 0251 of the 1090 -- I am
14 sorry. The 990, which is Part 9,
15 "Statement of Functional Expenses."

16 Please look down to line 11e. It shows a
17 0, doesn't it?

18 A. I see that.

19 Q. Why isn't the amount paid to CDR
20 reflected as an expense on that line?

21 A. According to KPMG, that CDR
22 expense would be included in the line 13
23 for office expenses based on their
24 understanding of what goes into that line
item.

1 H. Fuchs
 2 MR. LILIEN: Can you interpret
 3 that for us, how that would be
 4 classified as an office expense?
 5 MS. FUCHS: I don't have the
 6 actual 990 preparation information,
 7 but according to how they describe it,
 8 this type of information goes into
 9 that line item based on how they
 10 describe office expenses, because I
 11 had asked KPMG the same question. I
 12 was told in more detail when they
 13 showed me the actual Form 990
 14 preparation data as what you are
 15 supposed to include in this line item,
 16 and that's what they explained to me.
 17 Q. Could you turn to page 274 of
 18 the same document, please? This is
 19 Schedule G, "Supplemental Information
 20 Regarding Fund Raising or Gaming
 21 Activities."
 22 Now, this form shows CDR Fund
 23 Raising Group as a marketing fund
 24 consultant, and that \$227,500 figure that
 25 we saw in the other form, in the CHAR500,

1 H. Fuchs
 2 Compensation \$475,000." Then in column F,
 3 "Estimated amount of other compensation,"
 4 there is a \$43,682 number. Can you tell
 5 us what the \$43,682 represents?
 6 A. Well, this column includes
 7 benefits that the employees, officers
 8 would get, which would be health, dental,
 9 life insurance, disability insurance, in
 10 total.
 11 Q. And what benefits do you recall
 12 Mr. Mullaney having along those lines that
 13 would be included in this line?
 14 A. Okay. Health coverage for him
 15 and his family. Our WonderWork policy
 16 includes spouses and children for
 17 everybody. It would be dental, the same
 18 thing. Disability, which we had at this
 19 point, we had long-term disability. And
 20 it would also be -- he has a life
 21 insurance policy.
 22 Q. Who is the beneficiary of that
 23 policy?
 24 A. His family, his wife.
 25 Q. WonderWork was paying the

1 H. Fuchs
 2 appears in column 5 as an amount paid to
 3 fund raiser. Is that correct?
 4 A. That's correct.
 5 Q. Now, in the next column, which
 6 says, "Amount paid to or retained by
 7 organization," there is a negative
 8 \$227,500. Can you explain that to me?
 9 A. My understanding of this is that
 10 our organization didn't obtain any of the
 11 227,000 from the fund raiser organization.
 12 Q. Meaning that they kept the whole
 13 amount?
 14 A. This was their fee. Correct.
 15 Not based on how much money they raise.
 16 Q. Okay. Thank you.
 17 How does WonderWork -- let's
 18 stay with that one and go to page 248,
 19 part 7, "Compensation of Officers,
 20 Directors, Trustees," et cetera.
 21 Are you there? Are you on that
 22 page?
 23 A. Yes.
 24 Q. In the first line it says Brian
 25 Mullaney, and it says, "Reportable

1 H. Fuchs
 2 premium for that insurance policy?
 3 A. That's correct.
 4 Q. Do you know whether that was
 5 provided for in his employment agreement?
 6 A. My understanding is it is.
 7 MR. LILIEN: Does WonderWork
 8 provide that similar benefit to any
 9 other employees?
 10 MS. FUCHS: Not -- no. We have
 11 small life insurance policies on
 12 everybody but not the extent of his.
 13 But we do have life insurance.
 14 Q. Do you recall when
 15 Mr. Mullaney's employment agreement was
 16 executed?
 17 A. I don't recall the exact date.
 18 Q. But did he have an agreement
 19 when you joined?
 20 A. No, he didn't.
 21 Q. So his agreement came at some
 22 point during the time?
 23 A. That's correct.
 24 Q. Who chose KPMG to be
 25 WonderWork's auditor?

1 H. Fuchs
 2 A. Well, I sent out RFP's to all of
 3 the top audit firms. Some answered, some
 4 didn't. And based on our responses,
 5 talked through everything with Brian, and
 6 KPMG had the best reputation, and that's
 7 how we selected, based on reputation and
 8 what their -- their charges for doing the
 9 audit and the 990.

10 MR. LILIEN: Had you ever used
 11 KPMG before in any of your employment?

12 MS. FUCHS: I did not.

13 MR. LILIEN: Do you know if
 14 Brian had ever used KPMG before?

15 MS. FUCHS: I don't know.

16 MR. LILIEN: Were you familiar
 17 at all with the partners or staff
 18 working on the account?

19 MS. FUCHS: No, I was not.

20 MR. LILIEN: Do you know if
 21 Brian was?

22 MS. FUCHS: I do not.

23 Q. Do you recall having discussions
 24 with KPMG about in-kind donations?

25 A. Yes, I do.

1 H. Fuchs
 2 example, say we gave a grant to a hospital
 3 for \$10,000 to do 25 surgeries. And
 4 sometimes they only did 10 and sometimes
 5 they would do 30. So the way I would book
 6 the in-kind when I was at Smile Train, I
 7 would use the 25 surgeries that we funded,
 8 which did not mean the hospital actually
 9 did 25, but I took that number.

10 We received information from the
 11 hospitals as to what the actual cost was
 12 and we calculated based on the difference.

13 Q. In other words, you would give
 14 them -- Smile Train now would give the
 15 hospital, let's say, \$10,000, and say
 16 please do 25 surgeries with this. But you
 17 never confirmed that they actually did the
 18 25 surgeries?

19 A. No, we confirmed it, but we
 20 didn't book the in-kind that way. We
 21 always confirmed it because the hospitals
 22 had to send in pre and post operative
 23 pictures of all the work they did before
 24 we would fund them again.

25 Q. So --

1 H. Fuchs

2 Q. Tell us what you recall about
 3 those conversations.

4 A. Well, going back to the
 5 beginning of in-kind, we calculated
 6 in-kind for Smile Train. So speaking to
 7 KPMG, I explained to them the practice of
 8 calculating in-kind that was used when I
 9 was at Smile Train, which would be the
 10 amount the hospitals would contribute
 11 toward the surgeries. The difference
 12 between what the hospitals would
 13 contribute to a surgery to what we would
 14 contribute. And we took the difference
 15 and we would account for it as an in-kind
 16 contribution as well as an in-kind
 17 expense.

18 So I talked through this with
 19 KPMG, and the manager on the job had his
 20 own way of accounting for in-kind, and he
 21 based it on the actual amount of surgeries
 22 that were done and not how many we funded.

23 Q. Can you explain that
 24 distinction?

25 A. Well, we give a grant -- for

1 H. Fuchs

2 A. Medical records we call them.

3 Q. Tell me again how you calculated
 4 the in-kind with respect to those 25
 5 surgeries?

6 A. We would -- we'd get -- we'd
 7 send the hospitals a survey asking them
 8 what it would cost to do surgery if they
 9 weren't funded, the actual cost. And they
 10 would fill out the survey and tell us how
 11 much a real surgery would cost. So if
 12 they said it cost \$100 for the full
 13 surgery and we gave them \$25 but they did
 14 the surgery, we would consider the
 15 difference, the \$75, as an in-kind
 16 contribution.

17 Q. You mentioned that you did that
 18 at Smile Train. Do you recall whose idea
 19 it was initially to do that?

20 A. I don't.

21 Q. Did you ever read any accounting
 22 literature to try to understand?

23 A. I read some of it. It's been a
 24 while.

25 MR. LILIEN: What is your

1 H. Fuchs
 2 understanding of what the accounting
 3 treatment is on an in-kind -- when is
 4 a donation considered an in-kind
 5 donation such that you can report it
 6 as in-kind on the company's books and
 7 records?

8 MS. FUCHS: It is based on
 9 several criteria which exactly I can't
 10 tell you at the moment. But I have
 11 some documentation at the office on
 12 that.

13 MR. LILIEN: So would you record
 14 the in-kind donations during the
 15 course of the year on your books and
 16 records, or was that a function at the
 17 end of the year you would determine?

18 MS. FUCHS: I would record an
 19 estimate, but then we'd true it up at
 20 the end of the year based on the
 21 survey from the partners and the
 22 information on the actual -- the
 23 records that they did the surgeries.

24 MR. LILIEN: Do you recall if
 25 any of the in-kind contributions that

1 H. Fuchs
 2 validate the amount of the
 3 contribution?

4 MS. FUCHS: Well, we received a
 5 letter or email from the person who
 6 actually did the work as to what his
 7 work was valued at.

8 MR. LILIEN: Do you recall
 9 receiving any backup documentation
 10 regarding that?

11 MS. FUCHS: The backup of his
 12 work?

13 MR. LILIEN: Backup
 14 demonstrating or documented how he
 15 arrived at the million dollar figure.

16 MS. FUCHS: I do not.

17 Q. Did you ever discuss matching
 18 gifts with KPMG?

19 A. I did not.

20 Q. Did you ever discuss the
 21 allocation of donations as restricted or
 22 unrestricted with KPMG?

23 A. Yes.

24 Q. Tell us about some of those
 25 conversations.

1 H. Fuchs
 2 were reported, reported as in-kind
 3 contributions to WonderWork were
 4 contributions that were given directly
 5 to WonderWork?

6 MS. FUCHS: We had one in-kind
 7 contribution -- it might have been FY
 8 '15; I don't remember exactly -- from
 9 a consulting group that did work on
 10 our program side that was valued at
 11 about -- they valued it at over a
 12 million dollars as an in-kind
 13 contribution.

14 MR. LILIEN: Aside from that
 15 consulting group's in-kind
 16 contribution, are there any others you
 17 can think of that related to your
 18 programmatic activities?

19 A. We just used the surgeries.

20 MR. LILIEN: And the Boston
 21 consulting groups, which is I believe
 22 what it was.

23 MS. FUCHS: Yes.

24 MR. LILIEN: What did you
 25 receive at the time in order to

1 H. Fuchs
 2 A. Well, initially we did not have
 3 anything restricted back when we first
 4 started, but when KPMG did, I think it was
 5 the second audit, I worked -- no, it was
 6 actually the first audit. I worked with a
 7 KPMG manager to come up with the process
 8 of how you would allocate restricted and
 9 unrestricted, how you would split the --
 10 well, how you would come up with the
 11 system of recording the restricted and
 12 unrestricted and how you would release the
 13 restriction and what you would end up with
 14 at the end of the release procedure. So,
 15 that was a KPMG process.

16 Q. Did you ever discuss functional
 17 cost allocation with KPMG?

18 A. Yes, I did.

19 Q. What is your understanding of
 20 what that means?

21 A. That would be how much you could
 22 allocate from your expenses based on if it
 23 was programmatic, if it was management in
 24 general or fund raising.

25 Q. And what was the reason for

1 H. Fuchs
 2 making that allocation?
 3 A. It would be based on the
 4 percentage of costs or time that people or
 5 things would be for each of those items.
 6 Q. But why was it necessary to make
 7 that allocation?
 8 A. Well, it was an accounting -- it
 9 was an accounting policy that you are
 10 allowed to -- you were allowed to allocate
 11 part of your other expenses other than
 12 programs to programmatic means.
 13 Q. When you use the word
 14 "programs," what do you think of? What do
 15 you mean?
 16 A. Well, the mission of the
 17 organization is the program to me. So,
 18 our mission not only is to help the
 19 poorest of the poor in these countries get
 20 surgeries that they can't afford, but also
 21 to make people aware of the conditions and
 22 what can be done to help them and getting
 23 the information out there to the people
 24 who need to know as part of it. That is
 25 kind of in a nutshell.

1 H. Fuchs
 2 Q. Did you discuss how legal fees
 3 would be apportioned or reflected on the
 4 financial statements KPMG?
 5 A. Yes, I did.
 6 Q. Tell us about that.
 7 A. Well, in the last audit that
 8 they did we discussed this expense of the
 9 arbitration, and they considered that
 10 total expense as being programmatic.
 11 Q. What was the basis for
 12 considering it that?
 13 A. Well, the basis to them was it
 14 was program related. It was based on the
 15 blindness program that this whole thing
 16 came about.
 17 The other thing -- one other
 18 thing that just popped into my head is, in
 19 them explaining that to me, they said,
 20 "You can't allocate part of that to
 21 anything else. It is either programs or
 22 it isn't." So they said you have to take
 23 the entire bill, which was what was in the
 24 allocation, the legal allocation for
 25 programs.

1 H. Fuchs
 2 Q. So KPMG told you, if I
 3 understood you correctly -- KPMG told you
 4 that if the legal fees in connection with
 5 the HMS litigation weren't attributable to
 6 program, they couldn't be counted as an
 7 expense? I am not sure I understand.
 8 A. No. They told me that the
 9 entire expense for that litigation was
 10 attributable to programs.
 11 MR. CURCHACK: I would like to
 12 mark as the next exhibit --
 13 (Recess.)
 14 Q. I would like to first mark as
 15 Exhibit 9 a letter dated February 20,
 16 2014, from WonderWork addressed to KPMG.
 17 It bears production number WON-EX 042021
 18 through 042025.
 19 (So marked for identification as
 20 Fuchs Exhibit 9.)
 21 Q. Do you recognize this document?
 22 A. Yes.
 23 Q. And tell us what it is.
 24 A. This looks like the KPMG letter
 25 to management on the financial statements.

1 H. Fuchs
 2 Q. To management?
 3 A. Well, it is to "Ladies and
 4 gentlemen." We sent to KPMG. I am sorry.
 5 It is sent by us to KPMG, and it is the
 6 management -- I think it's the disclosure
 7 letter.
 8 Q. And who drafted this?
 9 A. KPMG.
 10 Q. Is that your signature on the
 11 last page?
 12 A. Yes, it's my signature.
 13 Q. At the time you signed this, did
 14 you believe it to be true?
 15 A. Yes, I did.
 16 Q. Do you recall, what were you
 17 relying on -- scratch that. I apologize.
 18 Go to paragraph number 20. What
 19 was your basis for stating that you had a
 20 reasonable basis for allocation of
 21 functional expenses?
 22 A. Well, our functional expenses
 23 primarily are the biggest line item, which
 24 is the marketing expenses. And I use a
 25 consultant to categorize our direct mail

1 H. Fuchs
 2 marketing expenses as to which is
 3 programmatic versus what is
 4 administration/fund raising. So I am
 5 relying on him to do this reasonably.
 6 Q. Who was that person?
 7 A. Well, in '14 it, was our
 8 marketing company, Target Market, and they
 9 have somebody in their office who does the
 10 allocation, and this sent it to us. We
 11 subsequently have somebody else to do it.
 12 Q. Do you recall who that was?
 13 A. It is a fellow called Gary
 14 Ellis. And he does this as a second job.
 15 He is an accounting person.
 16 Q. Does what as a second job?
 17 A. He does functional expense
 18 allocations for direct mail pieces for
 19 non-profits.
 20 Q. How did you come to retain him?
 21 A. When we switched marketing firms
 22 from Target Market to CDR, the CDR
 23 marketing company, they recommended Gary
 24 Ellis because they didn't do it
 25 themselves, where the other marketing

1 H. Fuchs
 2 company did this practice. So they said
 3 this guy Gary Ellis does this.
 4 Q. So when did you start using
 5 Target Market Team as your marketing
 6 consultant?
 7 A. We used them in the beginning,
 8 the first two years or three years.
 9 Q. Did you ever use a company
 10 called NNN?
 11 A. Oh, NNE?
 12 Q. NNE.
 13 A. Yes. But they did not supply
 14 any of that information.
 15 Q. Do you recall when you switched
 16 from NNE to Target Market Team?
 17 A. I think we -- I think we had
 18 Target Market and then we went to NNE.
 19 Maybe I am wrong. I don't remember. I
 20 thought we -- I thought NNE came after
 21 Target Market. I am not sure.
 22 Q. Let me try to refresh your
 23 recollection --
 24 A. You are probably right.
 25 Q. My understanding is NNE came

1 H. Fuchs
 2 first?
 3 A. Came first?
 4 Q. Yes.
 5 A. Okay.
 6 Q. So, if that's the case, then who
 7 would have done the allocation before
 8 Target Market Team?
 9 A. I don't think there was an
 10 allocation before Target Market.
 11 Initially we didn't really do any direct
 12 mail in the very, very beginning. I would
 13 have to go back and look. I am not sure
 14 of the old financials.
 15 Q. And if you go to page -- never
 16 mind.
 17 A. In '12, I was looking to see if
 18 there was an allocation.
 19 MR. TRIVIGNO: Wait for a
 20 question.
 21 (So marked for identification as
 22 Fuchs Exhibit 10.)
 23 MS. FUCHS: Back in FY '12, when
 24 we used NNE, we allocated very little
 25 to program on a direct mail. We had

1 H. Fuchs
 2 most of it in fund raising, if you go
 3 to the Exhibit 6, WON-EX 0165. If you
 4 go to that line item 4, publishing --
 5 "Printing, Publishing and Postage,"
 6 you can see that the most -- most of
 7 the money that was spent, of the
 8 163,000, 154 was fund raising. So, we
 9 didn't use anybody to allocate any of
 10 the -- this was FY '12.
 11 Q. That is printing, publication
 12 and postage?
 13 A. Yes.
 14 Q. Who did that allocation?
 15 A. I must have done it, or not done
 16 it, since most of it was fund raising.
 17 And there might have been a small piece
 18 that just went out regarding our programs
 19 that wasn't fund raising and printing.
 20 But I don't know exactly which one it was.
 21 Q. Turning to the same page in the
 22 financial statement for fiscal year 2012?
 23 MR. TRIVIGNO: Talking about 5?
 24 Q. 0106 of Exhibit 5, it again
 25 appears to be a very small number.

1 H. Fuchs
 2 A. Yes. That's the one I was
 3 pointing out, FY '12.
 4 Q. Then if you go to the same page
 5 of the financial statements for fiscal
 6 year 2014, which appears at page 0228 --
 7 A. Yes, I see that. This was
 8 probably Target Market.
 9 Q. And this reflects \$3 and a half
 10 million being allocated to program
 11 services and 4.3 million being allocated
 12 to fund raising. Is that correct?
 13 A. 3.9 -- yes -- oh, FY '14. 0227?
 14 Q. 0228.
 15 A. Okay. That is FY '13.
 16 Q. Okay.
 17 A. Yes.
 18 Q. Wait a minute. I think we may
 19 have been looking at the wrong page.
 20 Let's go to page 0164.
 21 A. In Exhibit?
 22 Q. Exhibit 5, the 2013.
 23 MR. TRIVIGNO: Exhibit 6.
 24 MR. CURCHACK: Exhibit 6.
 25 Sorry.

1 H. Fuchs
 2 MS. FUCHS: 0164? Okay. I see.
 3 Q. This is the June 30, 2013
 4 financial statement, and again, it shows
 5 the \$3 and a half million allocated to
 6 program services. The page we looked at
 7 previously was actually for fiscal year
 8 2012.
 9 A. Correct.
 10 Q. It was part of this report
 11 but --
 12 A. Prior year. Mm-hmm.
 13 So Target Market did this --
 14 well, to the best of my recollection, they
 15 did '13 and '14, even though probably NNE
 16 started the marketing, Target Market
 17 picked it up. And they did the allocation
 18 percentages for me until Gary Ellis did
 19 them.
 20 Q. When you said '13 and '14, you
 21 mean fiscal year?
 22 A. Fiscal year. Yes.
 23 Q. Could you look at Exhibit 10,
 24 please?
 25 A. Yes.

1 H. Fuchs
 2 Q. Is this also a similar kind of
 3 letter to KPMG from WonderWork?
 4 A. Yes.
 5 Q. And it has your signature on the
 6 last page?
 7 A. Yes.
 8 Q. Now, there were some changes in
 9 this agreement -- in this letter. Sorry.
 10 I am not going to ask you to read through
 11 it at this point because it speaks for
 12 itself. But do you recall noting any
 13 differences between this letter and the
 14 previous ones?
 15 A. It looks like they added on some
 16 points.
 17 Q. Do you recall why?
 18 A. I don't recall why. I see the
 19 points, but I don't recall why they added
 20 them.
 21 Q. Let's look at paragraph 23.
 22 Paragraph 23 says, "The organization has a
 23 reasonable basis for determining estimates
 24 associated with in-kind contributions and
 25 has followed that basis at June 30, 2014."

1 H. Fuchs
 2 Did you ever have any
 3 discussions with KPMG about that
 4 representation?
 5 A. In this letter? I mean, in
 6 this --
 7 Q. Yes.
 8 A. I don't recall.
 9 Q. Did they -- to your
 10 recollection, who drafted this letter?
 11 A. KPMG.
 12 Q. And you read it before you
 13 signed it?
 14 A. I did.
 15 MR. CURCHACK: Let's mark the
 16 next one.
 17 (So marked for identification as
 18 Fuchs Exhibit 11.)
 19 Q. Can you tell us what Exhibit 11
 20 is?
 21 A. This looks like the
 22 representation for the FY '15 audit.
 23 Q. Could you turn to -- and you
 24 signed this on the last page?
 25 A. Yes, I did.

1 H. Fuchs
 2 Q. Could you turn to paragraph 27?
 3 Do you recall why that paragraph was
 4 added?
 5 A. I don't recall why it was added,
 6 no.
 7 Q. Did WonderWork book --
 8 withdrawn.
 9 Do you recall whether WonderWork
 10 created an accrual for potential exposure
 11 to Help Me See?
 12 A. I created an accrual for what we
 13 thought the exposure would be. I just
 14 don't remember which fiscal year it was
 15 put in with Help Me See's agreement.
 16 There is a footnote -- there should be a
 17 footnote in the audited financials
 18 regarding it. If I could look through
 19 this, I could find it.
 20 Q. Sure. Please do. Just tell us
 21 what you are looking at.
 22 A. As soon as I find it, I will let
 23 you know.
 24 Q. Can I direct you to page 0300?
 25 A. Of which Exhibit?

1 H. Fuchs
 2 contract and they saw what the terms
 3 were of the dissolution of the
 4 terms --
 5 MR. LILIEN: What word?
 6 MS. FUCHS: How we dissolved the
 7 contract based on -- based on the
 8 information that we had from Help Me
 9 See and the emails that were sent
 10 saying that they wanted to terminate
 11 the agreement with us.
 12 So, they read the -- they had
 13 read the original contract and, based
 14 on that, that we recorded the
 15 liability -- well, it wasn't a
 16 liability --
 17 MR. LILIEN: Let me read a line
 18 I am referring to, "The liability
 19 recorded at the termination of the
 20 agreement has been reversed as
 21 management believed the liability will
 22 not be paid."
 23 Is that the line you are saying
 24 KPMG determined --
 25 MS. FUCHS: Well, based on the

1 H. Fuchs
 2 Q. Of the 2015 audited financial
 3 statements.
 4 MS. SIMMONS: 8.
 5 Q. It's Exhibit 8.
 6 A. Got it. Which page?
 7 Q. 0300. Tell me if that is the
 8 footnote you were referring to.
 9 A. Footnote 8?
 10 Q. Yes.
 11 A. The original footnote, though,
 12 didn't have the reversal in it. We
 13 reversed the entry based on not knowing
 14 what the agreement might be, so we -- we
 15 had put it in thinking we were going to
 16 get money based on the arbitration.
 17 However, at that point in time when this
 18 was being done, we decided it really
 19 didn't make sense -- well, KPMG decided
 20 with us it didn't make sense to keep in
 21 the accrual, so we reversed it.
 22 MR. LILIEN: How would KPMG
 23 know, have enough information to make
 24 that judgment?
 25 MS. FUCHS: They read the

1 H. Fuchs
 2 original -- the original footnote when
 3 we first came up with it, it was
 4 according to how KPMG also interpreted
 5 the agreement as to what we were
 6 supposed to -- what we were supposed
 7 to pay Help Me See and what they were
 8 supposed to give us. And they came up
 9 with this liability.
 10 And so at this --
 11 MR. LILIEN: Sorry. When you
 12 say they came up with this liability,
 13 referring to KPMG?
 14 MS. FUCHS: KPMG, after they
 15 read the agreement originally, back
 16 when they first recorded the footnote.
 17 Because the footnote was in the FY '13
 18 audit.
 19 MR. LILIEN: I am not referring
 20 to the recording of a liability. I am
 21 referring to the sentence that says,
 22 "Management believes the liability
 23 will not be paid."
 24 MS. FUCHS: At this point, we
 25 told KPMG we didn't think this was

1 H. Fuchs
 2 going to happen.
 3 Q. If you could look at Exhibit 10,
 4 I think it is, which is the 2014 audit.
 5 Go to page 0234. Sorry. Exhibit 9?
 6 MS. SIMMONS: The actual audit
 7 is Exhibit 7.
 8 Q. Exhibit 7. Look at footnote 8.
 9 It looks to me to be the same footnote.
 10 A. They usually put in for two
 11 years the same footnote. That's probably
 12 why they put it in because it affects two
 13 fiscal years. So this was the first time
 14 they put it in. I think the other
 15 audit --
 16 Q. Let's go to the previous year,
 17 the June 30th financials, which are
 18 attached to Exhibit 6.
 19 A. Okay.
 20 Q. Go to page 0170.
 21 A. At that point, we didn't say it
 22 would be reversed.
 23 Q. So what caused the change in the
 24 management's view between the 2013 audit
 25 and the fiscal year 2014 audit to add that

1 H. Fuchs
 2 last sentence to the footnote?
 3 A. I think it was because it was
 4 just dragging out. Normally arbitration
 5 should have been finished in, you know,
 6 two months from what our original lawyer
 7 had told us. And the fact that it was
 8 dragging out this long, management felt
 9 that just it should be reversed, and I
 10 didn't argue.
 11 Q. Well, the latter footnotes say
 12 that the liability recorded has been
 13 reversed. So which liability is not going
 14 to get paid?
 15 A. Let me go back and look at what
 16 we had offered.
 17 I think it was a grant that we
 18 were supposed to give to Help Me See.
 19 Q. Which had been booked in the
 20 financial statements as a liability?
 21 A. Yes, that's correct.
 22 Q. Thanks.
 23 A. Grants payable. It was a grant.
 24 Q. How did WonderWork treat the
 25 legal expenses incurred in the actions

1 H. Fuchs
 2 brought by Smile Train and Help Me See in
 3 their financial statements?
 4 A. How did we -- how we treated
 5 them?
 6 Q. Yes.
 7 A. In terms of?
 8 Q. Were they treated -- how were
 9 they allocated amongst the functional
 10 expenses?
 11 A. Oh, according to what KPMG
 12 discussed with us, we could treat the
 13 expenses as a programmatic expense.
 14 Q. For both of those?
 15 A. For Help Me See?
 16 Q. Yes, and Smile Train?
 17 A. Yes. They did. I think they
 18 did. Smile Train was before that, so I am
 19 not sure. But I definitely remember Help
 20 Me See.
 21 Q. Going back to Exhibit 10 --
 22 sorry. Exhibit 11 -- let's skip the
 23 question and keep moving.
 24 The end of fiscal year 2016, who
 25 was WonderWork expecting to do its audit?

1 H. Fuchs
 2 A. At the very end of FY '16,
 3 June 30th, '16?
 4 Q. Yes.
 5 A. KPMG.
 6 Q. At some point in time did that
 7 change?
 8 A. Yes, it did.
 9 Q. Can you tell us what happened?
 10 A. Well, I recall speaking with the
 11 partner in November, and everything seemed
 12 to be okay. And then the whole bankruptcy
 13 issue came up December, and the ruling --
 14 well, arbitration ruling came up first.
 15 The bankruptcy -- although the partner
 16 knew about arbitration ruling because I
 17 had sent her the documentation.
 18 And then the bankruptcy came up.
 19 Then we were trying to get things
 20 together. And everything was fine until
 21 about February, when I got an email saying
 22 they weren't going to do the audit.
 23 Q. Do you remember the name of the
 24 KPMG partner you are referring to?
 25 A. Yes. Kimberly Johnson.

1 H. Fuchs
 2 Q. Did she -- did Ms. Johnson tell
 3 you why they were not going to be able to
 4 do the audit?
 5 A. Part of it was because it was --
 6 we were just too small of a charity for
 7 them, we hadn't grown as much as they had
 8 anticipated from the initial meeting with
 9 them. That was kind of it. She didn't
 10 say anything more.

11 Q. Isn't it true that the number of
 12 donors and the amount of donations
 13 increased in every fiscal year?

14 A. That's true.

15 Q. Did you try to talk them out of
 16 backing out of the audit?

17 A. I tried to, but apparently it
 18 had gone up the chain and the chain said
 19 no.

20 Q. So what did you guys do then --

21 MR. LILIEN: Sorry. Before you
 22 go on, did anyone else besides you try
 23 to convince KPMG?

24 MS. FUCHS: I think Brian might
 25 have called her. I am not sure if he

1 H. Fuchs
 2 let's say starting in February, were you
 3 having discussions with KPMG about any
 4 particular issues regarding WonderWorks'
 5 financial statements?

6 A. No, I wasn't.

7 Q. Can we, please, mark as
 8 Exhibit -- sorry. Never mind.

9 MR. LILIEN: When you say they
 10 went up the chain, your understanding
 11 is they went up the chain because your
 12 organization size was too small?

13 MS. FUCHS: That was my
 14 understanding, that it had to go --
 15 well, that was one of the reasons but
 16 I am sure -- not sure, but I -- well,
 17 that was the reason that I was told,
 18 that it went up her chain of partners.

19 MR. LILIEN: Because?

20 MS. FUCHS: Well, she said they
 21 normally do a five-year review. I
 22 didn't get anything else, any other
 23 information.

24 Q. So what happened next?

25 A. Next I tried to find another

1 H. Fuchs
 2 called or e-mailed. And possibly, but
 3 I am not sure either, J.J. Coneys, our
 4 audit committee person.

5 MR. LILIEN: You believe either
 6 Brian or J.J. may have spoken to KPMG
 7 as well?

8 MS. FUCHS: May have, yes. I am
 9 not sure.

10 MR. LILIEN: Your understanding
 11 of the reason was that you were too
 12 small and not growing sufficiently.
 13 Was there any other reason
 14 discussed --

15 MS. FUCHS: With me, no.

16 MR. LILIEN: With Brian that you
 17 are aware of?

18 MS. FUCHS: I don't know about
 19 anything that they discussed with her.
 20 But what I had discussed through the
 21 emails was exactly that.

22 I had even gotten an engagement
 23 letter for the guy who was supposed to
 24 do the 990, so I was surprised.

25 Q. During this time frame, and

1 H. Fuchs
 2 accounting firm. I sent out -- well, I
 3 looked at whoever -- underneath the top
 4 tier and I came up with three, four firms:
 5 BDO, Eisner, CohnReznick -- I think there
 6 was a fourth. I am not sure. I think
 7 there were four that I called. And each
 8 one of them said no until BDO had agreed.
 9 So, that took a while.

10 Q. Do you recall when you finally
 11 signed an engagement letter with them?

12 A. I think it was the beginning of
 13 April I think.

14 MR. LILIEN: Why did the others
 15 say no and how did they say no? What
 16 format did they say no to you?

17 MS. FUCHS: Reznick said no,
 18 just no. The other ones, I had sent
 19 them some information and they weren't
 20 interested. They never said why.

21 MR. LILIEN: What information
 22 did you send to them?

23 MS. FUCHS: I sent them the
 24 financials. If they asked for -- I
 25 might have sent them the arbitration

1 H. Fuchs
 2 agreement, too, as part of their
 3 review.

4 MR. TRIVIGNO: The award.

5 MS. FUCHS: The award. I am not
 6 sure exactly. I have to go back and
 7 see what I sent to everybody because
 8 each were asking for different things.
 9 But I explained the situation, that we
 10 are looking for an auditor. And until
 11 BDO, the other ones had said no.

12 MR. LILIEN: Explain to me the
 13 process. After you sent them and you
 14 called them, they said send materials,
 15 and you sent materials, what happened
 16 next? Did they speak with you about
 17 your materials?

18 MS. FUCHS: I am just trying to
 19 think back.

20 A. I was kind of like working with
 21 one at a time. And I would call them back
 22 and find out -- because they were
 23 interested originally and they weren't
 24 interested and they never would tell me
 25 exactly why, but they would say they

1 H. Fuchs
 2 we weren't quite -- we didn't quite have
 3 the correct restricted/unrestricted
 4 numbers yet because we were still
 5 completing the review for the FY '15 that
 6 they wanted.

7 So, that was part of the reason
 8 it was taking so long is because they
 9 wanted to make sure they could -- they
 10 could confirm the opening balance for FY
 11 '16 restricted numbers by what KPMG had
 12 left for the FY '15. And they weren't
 13 satisfied with what KPMG had sent them,
 14 so...

15 Q. So is the Form 909 now complete?
 16 A. Well, the Form 990, we filed it,
 17 but we did say that it may be amended
 18 based on the audited financials.

19 Q. Tell us again the issues that
 20 BDO has raised in connection with the
 21 audit.

22 A. The major -- well, there were
 23 two issues they raised aside from all of
 24 the management comments and footnotes
 25 and -- what do you call those? Financial

1 H. Fuchs
 2 weren't interested. So then I would work
 3 with the next one on the list who was
 4 interested, and they weren't interested.
 5 Then BDO finally was interested and we
 6 worked through all the documentation from
 7 the bankruptcy, from the arbitration award
 8 and from the bankruptcy. Most of them
 9 didn't get past the arbitration award.
 10 But they didn't tell me that. They just
 11 said no.

12 Q. When you retained BDO, what was
 13 the time frame they were given to complete
 14 the audit?

15 A. Well, we wanted to issue the 990
 16 on the 15th, when the second extension was
 17 due. That was part of it. Plus, I
 18 actually wanted to have the financials
 19 done by then as well.

20 They said they would do their
 21 best to be as fast as they could.
 22 Initially they didn't actually give us
 23 when they would be finished, but the field
 24 work was supposed to be in April, and by
 25 May 15th they had done the 990 even though

1 H. Fuchs
 2 information you put in the front of the
 3 report, which wasn't finished. They had
 4 questioned the opening balance for FY '16
 5 of the restricted funds that were
 6 remaining because they weren't comfortable
 7 with the KPMG number.

8 Q. Did they tell you why they
 9 weren't comfortable with it?

10 A. My understanding from the senior
 11 auditor was that they had reviewed some
 12 work papers that KPMG had given them and
 13 they weren't happy. They weren't
 14 satisfied. So, they wanted to further
 15 test that.

16 Q. Any other issues that they took
 17 issue?

18 MS. FUCHS: Oh, the other point
 19 was, we had booked in-kind
 20 contributions for the surgical
 21 partners, and the contribution they
 22 made to us based on the surgeries that
 23 they performed, and they did not agree
 24 with our -- our philosophy, so to
 25 speak.

1 H. Fuchs

2 Q. And has that issue been
3 resolved?

4 A. That has just been resolved.

5 They agree with us now. And so based on
6 their last review, they made some updates
7 to the numbers I had given them because
8 the numbers I had given them were as of
9 the time they finished the fieldwork. So,
10 they wanted more up-to-date numbers, so
11 there are some additional in-kind
12 contributions they have accepted, which I
13 am just going to confirm that tomorrow
14 with our program associate.

15 And then on the restricted
16 numbers, based on the review that we
17 performed with CLM, we have come up with
18 an additional amount of restricted
19 contributions based on the philosophy and
20 procedures we used for FY '16 that BDO
21 agreed with.

22 So, I have updated those
23 numbers, and the person who is responsible
24 was on vacation last week. So she is just
25 back today and I am supposed to go over

1 H. Fuchs

2 be converted to cash for -- to be moved to
3 the Total Stock, it was in the small stock
4 accounts.

5 Q. Were there other procedure
6 issues that KPMG raised -- sorry. That
7 BDO raised in connection with their audit?

8 A. Other than?

9 Q. You mentioned the in-kind issue?

10 A. Right.

11 Q. You mentioned the unrestricted
12 issue. And I asked you about --

13 A. Expenses.

14 Q. -- legal fees.

15 A. Okay.

16 Q. For example, your policies with
17 respect to reimbursements?

18 A. Their issue was on the
19 authorization of expense reimbursements,
20 since I was authorizing most of them, and
21 I had authorized Brian's expenses. We
22 then sent all of the expenses to the board
23 to authorize. And they were happy -- they
24 are okay with that now. And all my
25 expenses, instead of me authorizing my own

1 H. Fuchs

2 this with her tomorrow just to get that
3 out of the way.

4 Then there is just a few little
5 tweaks in the notes, the management notes,
6 and hopefully...

7 Q. Did BDO raise any issues about
8 the allocation of legal fees?

9 A. No, they didn't.

10 Q. How does WonderWork invest funds
11 that it hasn't spent?

12 A. Well, currently all of our funds
13 are in a money market, based on the
14 bankruptcy.

15 Q. Prior to that, prior to the
16 bankruptcy.

17 A. We kept it in a Vanguard Index
18 Fund, Total Stock Index Fund that was
19 recommended by Ken French.

20 Q. Were there ever any other
21 investments other than that Total Stock
22 Fund?

23 A. The only other investments we
24 had was when people donated stock to us
25 for their donations, and before it could

1 H. Fuchs

2 expense reimbursements, send them to
3 Brian, and he authorized them.

4 Q. Do you recall the amount of the
5 legal fees that were put under program
6 expenses?

7 A. For FY '16? FY '15?

8 Q. For any year?

9 A. Well, I know FY '15 was a lot.
10 And I can tell you that based on the
11 audit.

12 So for FY '15, professional or
13 consulting...

14 Well, we have 562,000 here under
15 programs. Not all of that was legal, but
16 I would say at least three to 400,000 were
17 legal. I don't have the breakdown with
18 me.

19 Q. Thank you.

20 Let's turn to restricted and
21 unrestricted funds.

22 A. Okay.

23 Q. Who is responsible for
24 classifying donations as restricted or
25 unrestricted?

1 H. Fuchs
 2 A. For the financials, I am.
 3 Q. How do you go about doing that?
 4 A. When a donation comes in to one
 5 of our causes, directly to one of our
 6 causes -- Burn Rescue, First Step,
 7 20/20/20 -- it's automatically restricted
 8 to the cause. So that takes care of that.
 9 When a donation comes in to
 10 WonderWork, it's reviewed -- do you want
 11 to know the now or the before we changed
 12 this little procedure?
 13 Q. Let's go back to the beginning.
 14 A. Okay.
 15 Q. Starting at the beginning with
 16 WonderWork.
 17 A. So before we even had the
 18 causes, we -- at WonderWork, we did not
 19 have d/b/a's, we just had WonderWork. But
 20 I did have -- I did have general ledger
 21 accounts for Burn Rescue, First Step,
 22 hydrocephalus and -- well, hole in the
 23 heart and water on the brain.
 24 When our initial mailings went
 25 out, our WonderWork mailings went out, it

1 H. Fuchs
 2 The direct mail pieces for donations
 3 and other informational pieces on
 4 getting -- funding causes.
 5 After that, we set up doing
 6 business as accounts for First Step
 7 and for Burn Rescue. So this way
 8 people could donate directly to what
 9 they wanted to and write the name of
 10 the cause on the check and it would go
 11 directly to that particular bank
 12 account as opposed to the WonderWork
 13 bank account.
 14 Q. Did WonderWork file any assumed
 15 name certificates with any government?
 16 A. We just -- we set up this with
 17 the bank. We didn't set up a separate
 18 charity for them. So we just set up
 19 separate bank accounts with HSBC.
 20 MR. LILIEN: But did you
 21 alert -- did you file any paperwork
 22 with any government authority
 23 establishing the d/b/a's or seeking
 24 approval of the d/b/a's?
 25 MS. FUCHS: Our lawyers did

1 H. Fuchs
 2 was for the four causes. And if someone
 3 made a donation to WonderWork, however
 4 they said on the donation that it was for
 5 clubfoot, burns or the heart and the water
 6 on the brain, I would then book it to the
 7 appropriate general ledger account.

8 When we decided to expand on the
 9 direct mail and --

10 Q. And when was that?

11 A. Probably in around 2012, going
 12 forward. We decided to set up these doing
 13 business as so that people could see the
 14 cause as itself as opposed to in this
 15 informational -- with the other pieces.

16 So, we set up -- well, backing
 17 up, we weren't getting much for hole in
 18 the heart and water on the brain. So
 19 rather than keeping sending information
 20 out to those, we let those kind of fall
 21 through the cracks and set up the --

22 MR. LILIEN: When you say
 23 sending information out, what are you
 24 referring to?

25 MS. FUCHS: The direct mail.

1 H. Fuchs
 2 that. Greg Lam -- Kravitz --
 3 Copilevitz & Canter, who had set up
 4 WonderWork originally as a 501(c)(3),
 5 so they set up the d/b/a's with the
 6 appropriate legal classifications.
 7 Yes. We have the paperwork. That was
 8 what we gave the bank to set up the
 9 bank accounts.

10 Q. So continue.

11 A. So once we did that, we were
 12 able to raise money and it would go
 13 directly to the restricted account and we
 14 didn't have to segregate anything.
 15 However, when money came in to WonderWork,
 16 it normally came in unrestricted, or
 17 sometimes it would say -- it would say on
 18 the check, "I want this money to go to
 19 blindness surgeries," or if it came in
 20 specifically to a cause, then it would go
 21 into the WonderWork bank account, but it
 22 would be restricted on the general ledger
 23 to the cause.

24 MR. BERKIN: The restricted
 25 account you are referring to, is that

1 H. Fuchs
 2 on the income statement or the balance
 3 sheet?

4 MS. FUCHS: It is on the income
 5 statement. Well, the balance sheet
 6 has the bank accounts, the restricted
 7 bank accounts. But if it came to
 8 WonderWork, the balance sheet is in
 9 the WonderWork account. But it went
 10 to the general ledger income account
 11 for the cause.

12 MR. LILIEN: When you say money
 13 is restricted to a cause, could you
 14 explain what that means?

15 A. I call them causes, but it is
 16 what we do. The programmatic -- the
 17 programs that we run for clubfoot and for
 18 burns and for blindness now, the money
 19 would be restricted to go to that
 20 particular cause.

21 MR. LILIEN: To put it
 22 differently, how would WonderWork
 23 determine what uses within that cause
 24 the money could be spent towards?

25 MS. FUCHS: Well, primarily

1 H. Fuchs
 2 can't recall exactly what they were.
 3 I think there was something for
 4 children's blood pressure. Pulse
 5 oximeters. [REDACTED] That was I think
 6 monitoring children after surgery who tend
 7 to need to be watched more closely than
 8 adults.

9 MR. LILIEN: If not you, who
 10 would have that information?

11 MS. FUCHS: The program group.
 12 They have all that.

13 Q. Continuing on with the story?

14 A. So if -- when we first -- well,
 15 doing direct mail, the caging company,
 16 DMP, would get the majority of the mail
 17 pieces to -- they would go to the post
 18 office box and collect them in Hagerstown,
 19 Maryland. And it would be sorted by
 20 cause. For the most part, WonderWork --
 21 when we were soliciting for WonderWork
 22 money or for WonderWork donations, that
 23 normally came to the headquarters. So,
 24 the caging company would then open the
 25 mail, deposit the checks in the

1 H. Fuchs
 2 within the causes are surgical uses,
 3 so that was where the restricted money
 4 went to, grants for the surgeries.
 5 Occasionally there were quality
 6 reviews that were done in the
 7 hospitals, or we purchased equipment
 8 for some of the OR's or -- what do you
 9 call them?

10 MR. LILIEN: How frequently did
 11 that occur, that WonderWork purchased
 12 equipment?

13 MS. FUCHS: Not frequently.
 14 Once in a while. I don't know exactly
 15 which grants went for the purchase of
 16 equipment, but it was for probably eye
 17 surgeries. Some kind of -- can't
 18 remember the name of it.

19 Q. I have seen something to
 20 indicate that at one point a microscope
 21 was purchased for a hospital.

22 A. Yes.

23 Q. Other than that, are you aware
 24 of any?

25 A. There was a few others, but I

1 H. Fuchs
 2 appropriate bank cut.

3 It was set up so that they had
 4 access through HSBC's secure check reading
 5 machinery to deposit the checks into each
 6 of the accounts. So, if they were doing a
 7 batch of Burn Rescue, they would deposit
 8 in the Burn Rescue account. Then the
 9 actual direct mail receipt piece that came
 10 in with the direct mail would go to their
 11 input people. They would input people and
 12 they would key it in, which would then go
 13 directly to the database that we had in
 14 place at the time.

15 The donation process, after
 16 they -- after they would deposit the
 17 donations, DMP would prepare a daily cash
 18 deposit log, which they would then PDF to
 19 WonderWork with the information of the
 20 daily bank deposits, so I would know how
 21 much money went into each of the d/b/a's
 22 and I would be able to restrict that
 23 amount on the general ledger.

24 When the bank statements would
 25 come, I'd be able to reconcile the totals

1 H. Fuchs
 2 from the daily deposit logs to the bank
 3 statements. If the donor wanted to use a
 4 credit card, they would put in their
 5 credit card number on reply device, and we
 6 had separate PayPal accounts for each of
 7 the d/b/a's. So, they would -- DMP would
 8 be able to key in the credit card
 9 information, and that too would be put on
 10 this deposit log and sent daily.

11 The WonderWork donations,
 12 similarly, they would come to the office.
 13 Instead of being deposited through DMP, we
 14 would go to the bank and deposit them and
 15 make a copy of the check, a copy of the
 16 deposit slip that the market people would
 17 keep.

18 I would put the information into
 19 the WonderWork bank account with the name
 20 of the donor as opposed to just a log
 21 number, because we had that detail
 22 information. And then the marketing
 23 people would upload that information to
 24 the database and they would keep the
 25 backup of a copy of the check and copy of

1 H. Fuchs
 2 the deposit ticket.

3 If the WonderWork check had a
 4 specific piece of information on it that
 5 says "I want this for blindness" or "I
 6 want this for burns," then rather than
 7 putting it in my general ledger WonderWork
 8 account, I'd put it in any general ledger
 9 cause account, 20/20/20 or Burn Rescue or
 10 First Step.

11 And that's how it was done.

12 Q. Initially?

13 A. Yes. And it is still done --
 14 well, until FY '17, it's been done like
 15 that. In FY '17, there is too many
 16 donations coming in to headquarters, so we
 17 decided to batch them and send the
 18 WonderWork donations to DMP also so they
 19 could put them in the bank and put them in
 20 the database.

21 Q. And who -- do you recall exactly
 22 when you started sending those down to
 23 DMP?

24 A. When I decided to go part time.
 25 July 2016.

1 H. Fuchs
 2 Q. At that point, who would decide
 3 whether a WonderWork check should be
 4 restricted or unrestricted?
 5 A. Well, DMP would send us the
 6 backup for all the donations that we sent
 7 them, and if there was a letter or copy of
 8 a check, they would send that to us as
 9 well. So we would see that and be able to
 10 restrict it if we could or not.

11 MR. LILIEN: If there was no
 12 letter?

13 MS. FUCHS: Until recently it
 14 was just going to WonderWork, the
 15 unrestricted account, until we did
 16 this massive review.

17 Q. Could you just refresh my
 18 recollection about the timing on this
 19 review?

20 A. Well, we started around January,
 21 the FY '16 donations, based on the
 22 matching of the actual direct mail piece
 23 that the person was responding to.

24 MR. LILIEN: It started when?
 25 MS. FUCHS: Around January.

1 H. Fuchs
 2 MR. LILIEN: Of this year?
 3 MS. FUCHS: Of 2017.
 4 MR. LILIEN: Talking about 2017?
 5 MS. FUCHS: Around there.

6 Q. Who made the decision to --
 7 A. Well, BDO was wanting to confirm
 8 all the WonderWork donations to see if
 9 they were restricted or unrestricted. And
 10 based on the sample that they did and the
 11 work that we were doing, we had -- well,
 12 actually, no.

13 Backing up, BDO, that was
 14 afterwards.

15 Based on the legal review of the
 16 unrestricted donations, it was felt that
 17 many of them should have been restricted.

18 Q. When you say "based on the legal
 19 review" --

20 A. Well, the legal review of what
 21 is considered a restricted donation.

22 Q. And who made that review?

23 A. Our legal team had been looking
 24 at the donations for the bankruptcy. They
 25 were reviewing the backup of the donation.

1 H. Fuchs
 2 They wanted to see the checks and they
 3 wanted to see any letters that were sent.
 4 But then they also wanted to see the
 5 direct mail piece that the donor was
 6 responding to.

7 Q. Why couldn't they just rely on
 8 your books and records?

9 A. Because I wasn't using the
 10 direct mail piece. And a lot of times the
 11 direct mail piece was "Can you contribute
 12 money for surgeries," which would have
 13 been restricted to surgeries, and I didn't
 14 do that.

15 A lot of our direct mail pieces
 16 evolved to "make a donation for surgeries"
 17 as opposed to just "make a donation."

18 Q. If somebody sent in a check to
 19 WonderWork applied for surgeries, would
 20 that be deemed restricted?

21 A. It should have been but it
 22 wasn't.

23 MR. TRIVIGNO: Hold on. On the
 24 check, you are saying?

25 Q. Assuming either the check or

1 H. Fuchs
 2 MR. LILIEN: What happened after
 3 you put the note? What was the effect
 4 of you putting that note in the
 5 ledger?

6 MS. FUCHS: For FY '15, it
 7 didn't, which was the problem. In FY
 8 '16, it became restricted to a
 9 WonderWork surgery account.

10 MR. LILIEN: Once the review
 11 commenced in January 2017 to look back
 12 at the restricted determinations?

13 MS. FUCHS: That's correct.

14 Q. Did KPMG ever raise questions
 15 about the practice of sort of
 16 retroactively allocating or retroactively
 17 characterizing WonderWork checks as
 18 restricted or unrestricted?

19 A. That never came up, the
 20 WonderWork checks.

21 MR. LILIEN: Walter, I may be
 22 getting ahead of you, but I will just
 23 ask the questions as they are
 24 relevant.

25 MR. CURCHACK: Please.

1 H. Fuchs
 2 even if there was something in the mailing
 3 that says, "I want my gift restricted to
 4 surgeries."

5 A. If it said surgeries on the
 6 check, yes, I would restrict it. But if
 7 it didn't --

8 MR. LILIEN: Hold on. You would
 9 restrict it to what?

10 MS. FUCHS: To surgeries, and
 11 I'd split it up into the three
 12 classifications of surgeries.

13 Q. And how would you do that?

14 A. Well, I would say 33, 33, 33.
 15 Or it depends -- sometimes they would say
 16 "I want this amount to go to blindness."

17 MR. LILIEN: But if it did not
 18 say the amount they wanted to go to
 19 blindness --

20 MS. FUCHS: If it just said
 21 "surgeries"?

22 MR. LILIEN: Yes.

23 MS. FUCHS: I would just make a
 24 note in the GL in my description, I
 25 would say "restricted to surgeries."

1 H. Fuchs
 2 MR. LILIEN: As I understand the
 3 process, the determination or final
 4 determination as to whether a gift is
 5 restricted or unrestricted happened in
 6 connection with the audit post-closing
 7 of the fiscal year. You sit down with
 8 the auditors --

9 MS. FUCHS: Right. That's
 10 correct.

11 MR. LILIEN: In the past,
 12 pre-BDO.

13 MS. FUCHS: That's correct.

14 MR. LILIEN: So just a practical
 15 question: How would restricted
 16 donations be tracked during the year?

17 MS. FUCHS: Well, I don't
 18 actually track them during the year
 19 except for what is included in the
 20 cause accounts that I know
 21 specifically are restricted because I
 22 have that number. But the
 23 WonderWork --

24 MR. LILIEN: Were not
 25 restricted?

1 H. Fuchs
 2 MS. FUCHS: Yes.
 3 (So marked for identification as
 4 Fuchs Exhibit 12.)
 5 Q. I have asked the reporter to
 6 mark as the next exhibit, Exhibit 12,
 7 three spreadsheets. It appears to be --
 8 let me identify them by what they say.
 9 The first says, "Temporarily Restricted
 10 Net Assets" at the top, and it says "Roll
 11 Forward Schedule" at the bottom.
 12 The second one says,
 13 "Temporarily Restricted Net assets" but
 14 refers to "Net Assets Released from
 15 Restrictions on June 30, 2014."
 16 The last one says "Temporarily
 17 Restricted Net Assets FY '15" at the top.
 18 Do you recognize these?
 19 A. Yes, I do.
 20 Q. Can you tell us what they are?
 21 A. So these were the calculations
 22 that were done in conjunction with KPMG to
 23 restrict -- well, to calculate what was
 24 restricted and what could be removed from
 25 restriction in FY '13, '14 and '15.

1 H. Fuchs
 2 Q. Let's go to fiscal year 2013.
 3 A. Okay.
 4 Q. Is that in fact what this is,
 5 because it doesn't have a date on it?
 6 A. This was the first one that was
 7 prepared, yes. This was the first one
 8 that was prepared.
 9 Q. What does "temporarily
 10 restricted net assets" mean to you?
 11 A. These are the donations that
 12 were received that need to be spent on our
 13 causes, so you restrict them until you
 14 spend them in how the donor wanted them
 15 spent.
 16 Q. And then there is -- so that is
 17 the revenue? That is what came in to the
 18 specific causes?
 19 A. That's correct.
 20 Q. At the time this chart was
 21 prepared, this -- would this include any
 22 money that came into WonderWork?
 23 A. This does not include any
 24 WonderWork money.
 25 Q. Okay.

1 H. Fuchs
 2 A. Unless the WonderWork money was
 3 booked to one of the accounts. So if a
 4 WonderWork check came in and the check
 5 said "I want this for burns" then it's in
 6 here.
 7 Q. And you are the one who would
 8 have made that notation --
 9 A. Correct. Yes, that's correct.
 10 Q. The second column after donation
 11 says "Program Expenses." What is included
 12 in that?
 13 A. The program expenses are the
 14 monies that were given in grants to our
 15 partner hospitals to perform medical
 16 services on the blindness, burns,
 17 clubfoot, hole in the heart and
 18 hydrocephalus. We have cleft lip on the
 19 top, but that wasn't used for this
 20 exercise.
 21 Q. What was the cleft lip used for?
 22 A. Well, the cleft lip was a
 23 program expense. However, we did not get
 24 any donations for that particular program
 25 so it wasn't used in the calculation to

1 H. Fuchs
 2 release restricted funds.
 3 Q. What was the source -- where did
 4 the \$450,000 go?
 5 A. It went to Smile Train.
 6 Q. And why did it go to Smile
 7 Train?
 8 A. It was an agreement reached with
 9 Smile Train on -- a legal agreement back
 10 in FY '13.
 11 Q. Where did that \$450,000 come
 12 from?
 13 A. That came from the WonderWork
 14 unrestricted funds.
 15 Q. Now the next column says,
 16 "Remaining Restricted Funds Before
 17 Allocation" which is just column 1, minus
 18 column 2. Correct?
 19 A. Yes, that's correct.
 20 Q. Then there are some percentages.
 21 Are those -- what do those percentages
 22 represent?
 23 A. So at the time we did this
 24 allocation, we weren't -- we weren't as
 25 detailed as we were in the past, but if

1 H. Fuchs
 2 you look on the bottom where it says,
 3 "Allocation to Split Among Programs" it
 4 says 1506807.
 5 At the time of the audit, the
 6 manager had explained to me that I am
 7 allowed to use this amount of money in the
 8 calculation to release some restricted
 9 funds.

10 MR. LILIEN: What does that
 11 mean, "release some restricted funds"?

12 MS. FUCHS: Well, when the funds
 13 are restricted, you need to remove the
 14 restriction by spending the money on
 15 the programs that the funds relate to.

16 MR. LILIEN: So what were the
 17 funds spent on?

18 MS. FUCHS: Well. Program
 19 services allocation is the piece of
 20 our direct mail that we are allowed to
 21 allocate to programs. This
 22 1.5 million.

23 MR. LILIEN: What do you mean
 24 you are "allowed to allocate to
 25 programs"?

1 H. Fuchs
 2 it deducts that amount from what is
 3 remaining restricted.

4 MR. LILIEN: To be clear,
 5 restricted funds that were treated as
 6 restricted for WonderWork and the
 7 d/b/a's, funds that were treated as
 8 restricted became unrestricted as a
 9 result of their allocation of those
 10 funds to program?

11 MS. FUCHS: That's correct. So
 12 you have -- you have the actual
 13 program expense and you have the
 14 allocation of the program services.
 15 That's correct.

16 And then you have what is
 17 remaining after you release the funds.
 18 So, of the example 300 -- I can't see.

19 Q. I think it is 636.

20 MS. FUCHS: Yes. 636,000?
 21 Well, we were able to release 505,000,
 22 ,and so we had 130,000 remaining that
 23 gets carried over to the next year
 24 until you can spend that as well on
 25 the program.

1 H. Fuchs

2 MS. FUCHS: Based on accounting
 3 procedures, there are a certain amount
 4 of direct mail that if it falls into
 5 certain criteria, you can use the
 6 expense for programs.

7 So the way this was done was
 8 KPMG explained to me I could use \$1
 9 and a half million in our direct mail
 10 expense that can release some of this
 11 program expense for the year, fiscal
 12 year.

13 MR. LILIEN: Does that mean --
 14 well, let me rephrase that.

15 Does the release of a program --
 16 I will put it differently.

17 When money, funds are allowed to
 18 be allocated to program when direct
 19 mail expenses are allowed to be
 20 allocated to program.

21 MS. FUCHS: Yes.

22 MR. LILIEN: What impact does
 23 that have on your restricted gifts?

24 MS. FUCHS: That removes that
 25 amount from the restricted monies, so

1 H. Fuchs

2 MR. LILIEN: At any time when
 3 you were releasing the restriction,
 4 using restricted funds -- treating
 5 restricted funds as though they were
 6 used for mailing expenses --

7 MS. FUCHS: Yeah, the public
 8 information.

9 MR. LILIEN: Right. Did you or
 10 anyone on your staff look at the
 11 underlying solicitation materials that
 12 accompanied those?

13 MS. FUCHS: Well, we had our
 14 marketing company do that as well as
 15 the consultant that we hired to do
 16 that. I mean, there are certain rules
 17 that they follow as to how you can
 18 treat your direct mail pieces.

19 MR. LILIEN: For clarity, I am
 20 not referring to the fund allocation.
 21 I am referring to restricted assets.

22 MS. FUCHS: Okay. Can you
 23 repeat the question, then?

24 MR. LILIEN: Sure. When you
 25 were determining whether a restricted

1 H. Fuchs
 2 asset can be used for mailings or the
 3 restricted nature of the asset can be
 4 released for reporting purposes, did
 5 you look at the underlying
 6 solicitation materials?
 7 MS. FUCHS: That's exactly what
 8 you look at, to see what they are
 9 comprised of.
 10 MR. LILIEN: And when you looked
 11 at those materials -- now, this is a
 12 function that you did?
 13 MS. FUCHS: No. This is what
 14 the marketing company did and our
 15 consultant did. I mean, I looked at
 16 it also obviously, but they were the
 17 ones to come up with how to remove the
 18 restriction, how the allocation works.
 19 MR. LILIEN: When they would
 20 look at it, what is your understanding
 21 of what they were looking for in order
 22 to determine whether a restricted fund
 23 can be released?
 24 MS. FUCHS: Yes. We looked at
 25 it also, because you spend a lot of

1 H. Fuchs
 2 on funds, in other words, spending
 3 restricted funds on purposes, did you
 4 consider whether spending restricted
 5 funds on mailings would be consistent
 6 with the restricted purposes for which
 7 the funds were raised?
 8 MS. FUCHS: Well, we considered
 9 that in association with the
 10 accounting policies on how you are
 11 allowed to allocate your funds. So, I
 12 guess -- I don't know if that is a yes
 13 or no. But according to the
 14 accounting policies, you can -- it is
 15 understandable to be able to do this
 16 kind of --
 17 BY MR. CURCHACK:
 18 Q. Which accounting policies are
 19 you talking about?
 20 A. The one that -- I can't remember
 21 offhand, but I think it is 98 or
 22 something, the accounting consultant uses
 23 to determine what he can -- what he can
 24 allocate to the program information.
 25 Q. Did you ever read that?

1 H. Fuchs
 2 money on direct mail and you want to
 3 put in there certain pieces of
 4 information to alert the donor of
 5 the -- what the mission of the charity
 6 is and how it can be things that are
 7 helpful to them.
 8 MR. CURCHACK: To them, meaning
 9 whom?
 10 MS. FUCHS: The donor, so that
 11 you can actually use that piece of
 12 material to split it up amongst the
 13 allocations.
 14 MR. LILIEN: I appreciate that
 15 you may have gone through the exercise
 16 to treat what would otherwise be fund
 17 raising expenses as program. I am
 18 focusing just for the moment on the
 19 restricted gifts.
 20 Before, you mentioned that your
 21 understanding of restricted purpose
 22 meant restricted for surgical
 23 procedures and there may have been
 24 some equipment. When you went through
 25 the exercise of releasing restrictions

1 H. Fuchs
 2 A. I know there are certain pieces
 3 that you need to include in your
 4 materials. Call to action, things like
 5 that. But I didn't read the whole...
 6 Q. So why would you have put a call
 7 to action into one of the direct mail
 8 pieces?
 9 A. We have a brochure in our direct
 10 mail, a little brochure in our direct mail
 11 pieces that explain a lot about the
 12 problem with, for example, clubfoot and
 13 how it can be treated and what needs to be
 14 done, as opposed to just saying, "Give us
 15 money."
 16 So, there are pieces in our
 17 direct mail piece that explain that.
 18 Q. We'll look at some of those in a
 19 little while.
 20 Going back to the schedule,
 21 referring to the blindness line again?
 22 A. Yes.
 23 Q. If you go to the second page, I
 24 see the \$130,000 that you talked about
 25 from the first page in column A?

1 H. Fuchs
 2 A. I see, yes.
 3 Q. So that is the --
 4 A. The rollover, carry forward.
 5 Q. Going across that line, we
 6 talked about what these other columns are.
 7 Column E says, "Direct Mail Allocation Per
 8 KPMGRX." What does that mean?
 9 A. Well, after the first year,
 10 because we were doing so much more direct
 11 mail, KPMG manager actually did the
 12 allocation from the information that I
 13 gave him on the cost of all our direct
 14 mail pieces and how much in each direct
 15 mail piece was attributable to programs.
 16 So, he did a spreadsheet, this
 17 RX title.
 18 Q. Do you know what is included in
 19 the "Program Expenses" column on this
 20 chart? 2.634?
 21 A. That would be -- that would be
 22 the cost of the mail pieces used for
 23 blindness that were attributable -- I'm
 24 sorry.
 25 The program expense side?

1 H. Fuchs
 2 Total expense, 5.7.
 3 We spent -- well, we had
 4 4.2 million in total that was restricted
 5 from FY '13 and FY '14 total. Our program
 6 expenses were 2.6 million. Our direct
 7 mail allocation, 3.1 million. So, the
 8 total we could release based on that was
 9 5.7.
 10 However, our expenses were only
 11 4.2. So, we could release the entire 4.2.
 12 MR. LILIEN: When you say
 13 "release," again, this is important
 14 for us. When you say release, you are
 15 referring to restricted funds being
 16 used, spent?
 17 MS. FUCHS: Spent. That's
 18 correct. So we could -- we could say
 19 that we have spent everything that we
 20 have gotten in donations for -- which
 21 included the '13 as well -- for
 22 blindness.
 23 So if you look at the last
 24 column, there is zero left for
 25 blindness.

1 H. Fuchs
 2 Q. Yes, the program expenses.
 3 A. Oh, program expense was here.
 4 If you look on the left column, program
 5 expenses, 5000 program, 5100 blindness.
 6 That's the general account of how much
 7 funds were given for the grants and things
 8 that were given for those programs.
 9 Q. So were \$2.634 million given in
 10 grants related to blindness in fiscal
 11 2014?
 12 A. Yes.
 13 40,000. Right after that is
 14 2.6 million.
 15 Q. A couple columns over to the
 16 right it says, "Net Assets Released Per
 17 Limit." What does "per limit" mean?
 18 A. So the total expenses that we
 19 had, if you look at the column with the
 20 line 5.7 million, the net asset release
 21 per limit, we could only release -- well,
 22 we could actually release all of it, all
 23 of the 3.1 million because we spent --
 24 excuse me.
 25 We could release...

1 H. Fuchs
 2 MR. LILIEN: And what are you
 3 spending it on?
 4 MS. FUCHS: We are spending it
 5 on the programs, which is the C
 6 column, as well as the direct mail
 7 allocation, which is the E column,
 8 which total to the 5.7 million.
 9 And since we only had
 10 4.2 million, the whole thing was
 11 released.
 12 MR. LILIEN: Off the record for
 13 two minutes.
 14 (Recess.)
 15 BY MR. CURCHACK:
 16 Q. Other than providing this
 17 allocation for purposes of your financial
 18 statements, were there any other factors
 19 considered in determining what was
 20 restricted or unrestricted funds for
 21 purposes of netting out or to come to net
 22 assets at the end of the year?
 23 A. The only other one was the time
 24 restriction.
 25 Q. But --

1 H. Fuchs
 2 A. Other than that?
 3 Q. Other than accounting
 4 principles, was anything else considered?
 5 A. No.
 6 Q. Is there anything in the DMI
 7 system that relates to the tracked
 8 restricted net asset balances?
 9 A. Not that I know of.
 10 Q. When a donation is reclassified
 11 between the fund codes and DMI, like when
 12 you take a WonderWork check and put it
 13 over to 20/20/20, because someone wrote
 14 "blindness" on the check, is that then
 15 reclassified in the general ledger as
 16 well?
 17 A. Well, I would classify it in the
 18 general ledger first. So it would be --
 19 it would be on the check when I gave it to
 20 the marketing group to input.
 21 Q. Other than direct mail
 22 expenses -- by that I mean printing and
 23 postage -- are there any other expenses
 24 charged against the restricted net asset
 25 balances?

1 H. Fuchs
 2 salaries and office expenses?
 3 A. These -- no. These restricted
 4 funds, these are what would be remaining
 5 in the restricted funds, which -- I am
 6 just trying to think of what you are...
 7 In the financials, we can
 8 allocate -- we allocate funds to the
 9 categories. However, I do not use these
 10 restricted funds to pay for that.
 11 MR. LILIEN: Why?
 12 MS. FUCHS: Well, these
 13 restricted funds are restricted for
 14 the program. I don't calculate
 15 anything on the financial statements
 16 to release the funds. I think at the
 17 end of the financial statement there
 18 is a calculation done to tell you --
 19 no, it is not. I am sorry.
 20 No, I don't use --
 21 MR. LILIEN: What you are saying
 22 is restricted funds are not used to
 23 pay for compensation, for example?
 24 MS. FUCHS: The restricted
 25 funds -- remaining restricted funds

1 H. Fuchs
 2 A. It would just be the direct mail
 3 expense, which would include the DMI and
 4 the DMP in the total of all the expenses.
 5 Q. Prior to the middle --
 6 A. Excuse me. That would be
 7 included in the functional breakdown but
 8 not in this calculation. This calculation
 9 is just the direct mail expense for the
 10 printing and the paper and the postage.
 11 Q. What do you mean by the
 12 functional allocation?
 13 A. That is on the audited financial
 14 statements, where it breaks down the
 15 expense by the different groups. Program,
 16 fund raising and management and general.
 17 This, though, is just the actual
 18 direct mail expense. That includes, on
 19 the functional expenses in the audited
 20 financials, includes a few other expenses.
 21 Q. To be sure I understand what you
 22 are saying, there are --
 23 A. Some stragglers.
 24 Q. There are deductions made from
 25 the restricted funds to pay a portion of

1 H. Fuchs
 2 ends up by itself. I don't know. I
 3 don't think it's used on that expense.
 4 MR. LILIEN: Are restricted
 5 funds used for any sort of overhead or
 6 administration?
 7 MS. FUCHS: No. No. The
 8 restricted funds stay restricted
 9 separately.
 10 MR. LILIEN: A question for you:
 11 Do you think it is inappropriate to
 12 use restricted funds for compensation?
 13 MS. FUCHS: Good question. Is
 14 it inappropriate? If someone is
 15 restricting their money for a specific
 16 program, then it would be
 17 inappropriate. If they are
 18 restricting their funds to --
 19 sometimes they have it more general.
 20 "I want to restrict it to --" you
 21 know, if they want to restrict it to
 22 something other than surgical
 23 programs, then fine. For the most
 24 part, it is probably not appropriate.
 25 MR. LILIEN: I think this is a

1 H. Fuchs
 2 foundational question. How do you
 3 define "surgical programs"?
 4 MS. FUCHS: The surgical
 5 programs are what we fund the
 6 hospitals and/or medical teams that
 7 are in the hospitals to do their work.
 8 So we have a group -- we have a doctor
 9 that will do quality assurance reviews
 10 in the hospital. So that is
 11 programmatic.

12 We have the medical records
 13 database, which is programmatic. But
 14 we have that is restricted funds.

15 We have...

16 MR. LILIEN: Okay.

17 (So marked for identification as
 18 Fuchs Exhibit 13.)

19 BY MR. CURCHACK:

20 Q. I have had the reporter mark as
 21 Exhibit 13 an email thread identified by
 22 email number 023602, and the most recent
 23 email is from Hana Fuchs to Ryan Leggett
 24 dated April 16, 2015.

25 Can you tell us who Ryan Leggett

1 H. Fuchs
 2 either on programs, on management in
 3 general and on fund raising. And based
 4 on -- it appears, based on the analysis
 5 that I did that year, Brian had spent way
 6 more time on programmatic ventures than on
 7 management in general and fund raising
 8 from what this sounds like.

9 I don't have the numbers at the
 10 moment but...

11 Q. So does that mean that his
 12 salary would be included in the program
 13 expenses, or that 80 percent of his salary
 14 would be included in the "Program
 15 Expenses" column?

16 MR. TRIVIGNO: When you say
 17 "Program Expenses" column --

18 MS. FUCHS: Not on the
 19 allocation, no. On the functional
 20 expenses in the audited financials.
 21 This is purely restricted monies from
 22 donors.

23 Q. But would restricted monies go
 24 to pay the portion of expenses
 25 attributable to his time attributable to

1 H. Fuchs
 2 is?
 3 A. Ryan was the manager on the KPMG

4 account.
 5 Q. If you go down to the bottom of
 6 the first page, the last paragraph says,
 7 "One other item though. I was able to
 8 look into what was driving the reduction
 9 in M&G expense and M&G salary expense. It
 10 appears that Brian's allocation of salary
 11 changed from 40 percent program in 2013 to
 12 80 percent program in 2014."

13 Do you recall knowing that?

14 A. I must have known it. It's
 15 here.

16 Q. Well --

17 A. Yes.

18 Q. What does it mean to say that
 19 Brian's salary allocations changed from
 20 40 percent program to 80 percent program?

21 A. At the end of the year when I
 22 review the staff salaries and benefits for
 23 the allocation of those expenses on the
 24 functional expense allocation, we
 25 determine how much time they have spent

1 H. Fuchs
 2 program?
 3 A. Well, the way the restricted
 4 money is rolled over and remains
 5 restricted does not include that.
 6 MR. LILIEN: Can you maybe
 7 answer Walter's question?
 8 MS. FUCHS: Sorry.

9 MR. CURCHACK: Can you read the
 10 question, please?
 11 (Record read.)

12 A. It doesn't.
 13 Q. It doesn't?
 14 A. No, it doesn't.
 15 Q. So restricted funds are not used
 16 to pay those expenses?
 17 A. Correct.

18 MR. LILIEN: What does, in this
 19 context, when you say Brian worked
 20 80 percent program, can you just
 21 explain to me what he did, what
 22 program activities he spent 80 percent
 23 of his time on?

24 MS. FUCHS: His usual travelling
 25 to the partner hospitals and reviewing

1 H. Fuchs
 2 the type of work that they do. And he
 3 does that with DeLois a lot. Would be
 4 considered programmatic. How he
 5 reviews the grant application -- he
 6 does some grant review and he writes a
 7 lot of the direct mail pieces, which
 8 would include the public information
 9 piece.

10 So when I look at the time
 11 allocation for all the staff, I look
 12 at what they have been doing.

13 MR. LILIEN: Just in terms of
 14 the public information pieces, does
 15 Brian write the public information
 16 pieces?

17 MS. FUCHS: He writes some of
 18 them. Some of them we glean from
 19 other pieces of material. But in some
 20 of the pieces that are written, it is
 21 Brian's language. I don't know
 22 exactly at the moment, but looking
 23 through the pieces, when our
 24 consultant reviews it, he outlines
 25 which is programmatic. It is usually

1 H. Fuchs
 2 MR. CURCHACK: I am going to now
 3 ask the reporter to mark as Exhibit 14
 4 an email from Vera Eastman to you
 5 dated March 20, 2017, together with a
 6 spreadsheet that has at the bottom
 7 0019930.

8 (So marked for identification as
 9 Fuchs Exhibit 14.)

10 Q. Do you recognize this email?

11 A. From Vera? Yes.

12 Q. Can you tell us what this
 13 spreadsheet shows?

14 A. This is from FY '17 in our
 15 general ledger. I had given Vera a
 16 download of what I had booked from the
 17 general ledger through December 29th and
 18 what was in the accounts for WonderWork
 19 Burn Rescue, First Step and 20/20/20.

20 They went through the database
 21 to show me -- well, to explain to me which
 22 donations needed to be classified in
 23 different accounts that I had.

24 Q. Now, I understand from your
 25 previous statements why a gift might be

1 H. Fuchs
 2 written by Brian.

3 BY MR. CURCHACK:

4 Q. Could you tell us again what the
 5 purpose of including that information is?

6 A. The purpose of including program
 7 information in a direct mail piece?

8 Q. Yes.

9 A. It's information to the public
 10 as to many things. One is, if it is on
 11 blindness, how you can prevent blindness,
 12 how you can detect certain issues, how --
 13 what our mission is in this -- you know,
 14 in our charity.

15 Q. Is part of the mission of
 16 WonderWork to prevent blindness?

17 A. It's to make the public aware of
 18 issues that may cause blindness in the
 19 Third World countries, not -- we can't
 20 prevent it, no.

21 Q. But it is directed -- it is
 22 intended to relate to programs providing
 23 or addressing needs in Third World
 24 countries?

25 A. That's correct. Yes.

1 H. Fuchs
 2 moved into 20/20/20 from WonderWork, but
 3 why would a gift be moved from 20/20/20
 4 into WonderWork?

5 A. The gifts -- it may have been
 6 just deposited in the wrong bank account,
 7 but I am not sure in particular. I'd have
 8 to look at each one.

9 Well, backing up a little, in FY
 10 '17 we started having DMP deposit all of
 11 the WonderWork donations. And perhaps
 12 they just made some mistakes because they
 13 put them in the wrong bank account. And
 14 in doing so, it was booked to WonderWork
 15 and it should have been booked to a cause.

16 Q. But similarly, you are
 17 suggesting that there could have been a
 18 check deposited into the 20/20/20
 19 account --

20 A. Could have been.

21 Q. -- that wasn't the result of a
 22 20/20/20 solicitation?

23 A. Possibly. I actually made that
 24 mistake once or twice when it was in the
 25 bank. And just in my haste to get things

1 H. Fuchs
 2 deposited -- I use ATM machine to deposit
 3 the checks and I hit the wrong account.
 4 Q. The salmon lines on the chart,
 5 salmon-colored lines, all say "microscope
 6 gift." Are those donations to purchase
 7 the microscope we were talking about
 8 before?
 9 A. That's correct. I think it --
 10 no. Well, if this is FY '17, I am not
 11 sure.
 12 Q. Well, according to this chart,
 13 those checks were deposited 12/28, 12/15
 14 and 12/22 of 2016.
 15 A. I have to -- I am not sure about
 16 this microscope, but there might have been
 17 some fund raiser or something for
 18 microscopes. I honestly don't remember.
 19 Q. If someone gave money to
 20 purchase a microscope, would that be
 21 recorded as a donation in kind?
 22 A. No. We would record that as a
 23 restricted gift for a microscope for
 24 whatever -- if it was blindness or if it
 25 was just something else. I have to go

1 H. Fuchs
 2 back and double-check on this. I am
 3 sorry.
 4 MR. LILIEN: Len, if you can
 5 help get information on this? Was
 6 this for multiple microscopes, one
 7 microscope and where the donor is
 8 giving the money with the intent of
 9 purchasing a microscope?
 10 MR. TRIVIGNO: Sure.
 11 MR. CURCHACK: Can we please
 12 mark the next exhibit, an email from
 13 DeLois Greenwood to a number of
 14 people, including you, dated March 27,
 15 2017? Attached to that is a very long
 16 document called "Transaction Report"
 17 that has production numbers emails
 18 0019894 --
 19 (Discussion held off the
 20 record.)
 21 MR. CURCHACK: The attachment to
 22 the email is labeled "WonderWork
 23 Transaction Report,
 24 July 2015-June 2016," a two-page
 25 document.

1 H. Fuchs
 2 (So marked for identification as
 3 Fuchs Exhibit 15.)
 4 BY MR. CURCHACK:
 5 Q. Do you recognize this
 6 transaction report?
 7 A. This looks like it is part of a
 8 download from the general ledger from my
 9 donations.
 10 Q. What does the column labeled
 11 "Split" mean?
 12 A. The column "Split"? This column
 13 is the bank account. Or if there were a
 14 journal entry, it would say "split"
 15 because it wouldn't have the two accounts
 16 for the journal entries. So this just
 17 right now has bank account.
 18 MR. LILIEN: Sorry. What does
 19 the word "split" mean in this context?
 20 MS. FUCHS: In the download of
 21 the GL on QuickBooks, when it says
 22 "split" in a line, there is usually
 23 two lines, like a journal entry line
 24 with the two accounts that it would
 25 come from or go to.

1 H. Fuchs
 2 But this just is the bank
 3 account. There is no split on there.
 4 Just one account number.
 5 Q. What is the connection between
 6 the amount and the balance columns?
 7 A. The balance is a running total
 8 and it has no -- it has no relevance to
 9 this information as it stands. It would
 10 be if you had the full printout, and it
 11 would be at the end of the account number.
 12 It would be running balance as it went
 13 down the account. So that doesn't have
 14 any relevance on this page since it is
 15 just the specific transactions that are
 16 highlighted.
 17 Q. Thank you.
 18 After the --
 19 MR. LILIEN: Let me just ask you
 20 a question. The line on the email
 21 from DeLois to you and others says,
 22 "Seems your reconciliation process has
 23 some issues. Need to work it out so
 24 Hana and your numbers agree."
 25 What is that a reference to?

1 H. Fuchs
 2 MS. FUCHS: Well, I am not sure
 3 about this particular -- this
 4 particular dump that DeLois sent out.
 5 But in general, when we were trying to
 6 come up with the restricted numbers
 7 for the causes and for WonderWork,
 8 what I did is I downloaded my general
 9 ledger and said we needed to find each
 10 donation and see where it led, whether
 11 it was truly WonderWork for a
 12 particular cause or for surgeries or
 13 was it a cause that was in the wrong
 14 place.

15 So we needed to match what Janet
 16 and Vera had in their database to what
 17 I had in my general ledger. That was
 18 the process we were going through.
 19 And so if, it was -- if I had it in a
 20 blindness account, they had to make
 21 sure that their DMI account for the
 22 donor was in a blindness account. And
 23 if not, we needed to figure out where
 24 it really belonged.
 25 So it was part of what we were

1 H. Fuchs
 2 doing to find out what was restricted
 3 or unrestricted.

4 BY MR. CURCHACK:

5 Q. If there are funds contributed
 6 on the website, through the website, are
 7 those treated as restricted or
 8 unrestricted?

9 A. We have four accounts on our
 10 website, the WonderWork, Burn Rescue,
 11 20/20/20 and First Step. Right now they
 12 are all restricted for each of the
 13 accounts, WonderWork, Burn Rescue,
 14 20/20/20 and First Step. In the past,
 15 they weren't. The WonderWork account
 16 wasn't, but now they are.

17 Q. Why is WonderWork now
 18 restricted?

19 A. Our website now says that all
 20 your money is going to be used for
 21 surgical programs. I think that is on the
 22 website now, so it is restricted.

23 Q. By "surgical programs," you are
 24 referring to the grants to hospitals?

25 A. Correct.

1 H. Fuchs
 2 Q. As a result of the work that BDO
 3 is doing in connection with their audit,
 4 do you anticipate a change in the balances
 5 of restricted and unrestricted funds?

6 A. Based on our last review, we are
 7 increasing the WonderWork restricted
 8 number by about \$900,000.

9 Q. When you say "increasing," do
 10 you mean --

11 A. From the FY '15 back look.

12 Q. Let me show you a letter your
 13 counsel wrote to the United States Trustee
 14 dated April 25, 2017.

15 (So marked for identification as
 16 Fuchs Exhibit 16.)

17 Q. Have you seen this letter
 18 before?

19 A. Possibly. Oh, yes, I did. I
 20 have seen the letter. I see the
 21 spreadsheet in the back. I worked on
 22 that. Sorry.

23 Q. When you say you anticipate the
 24 restricted funds increasing by 900,000 --
 25 by approximately \$900,000, is that a

1 H. Fuchs
 2 change from these numbers that are
 3 reflected on page 3 of this letter?

4 A. Yes. Correct.

5 MR. LILIEN: Relatedly, do you
 6 anticipate changing any numbers on the
 7 expense side, how restricted funds
 8 have been used?

9 MS. FUCHS: Well, what I
 10 changed -- what I changed was I booked
 11 an expense to the WonderWork number
 12 from FY '15 that wasn't there
 13 originally because we didn't have FY
 14 '15. So that changed that particular
 15 number, but --

16 MR. LILIEN: What was the
 17 change?

18 MS. FUCHS: It was a few -- it
 19 was about a hundred thousand dollars
 20 in grants that were given to hospitals
 21 in FY '15 that says use it for like
 22 clubfoot and blindness or use it for
 23 two causes instead of one. So that
 24 was in the WonderWork account.

25 When I double-checked that, I

1 H. Fuchs
 2 said well, release that now. I am
 3 waiting for BDO to go over that
 4 tomorrow.

5 MR. CURCHACK: Why don't we take
 6 a break.

7 (Recess.)

8 MS. FUCHS: I just wanted to
 9 clarify something I said earlier,
 10 which after I left, I remembered it
 11 wasn't quite right. I think I
 12 mentioned WonderWork web donations
 13 were restricted to surgeries. It is
 14 really surgical programs, not just
 15 surgeries.

16 I wanted to make a point of that
 17 as opposed to saying the WonderWork
 18 donations from the website were
 19 restricted to surgeries.

20 MR. LILIEN: In your mind, what
 21 is the distinction between surgeries
 22 and surgical programs?

23 MS. FUCHS: Well, the programs
 24 can be used for a number of things
 25 other than just having a surgery. The

1 H. Fuchs
 2 is 98, but I might be wrong. That relates
 3 to how you can account for the different
 4 categories. We have a consultant who does
 5 that for us.

6 Q. What are the types of costs that
 7 get jointly allocated?

8 A. The direct mail expense costs
 9 would be the costs directly allocated,
 10 jointly allocated.

11 Q. Does WonderWork allocate any of
 12 the joint costs to the restricted net
 13 asset accounts?

14 A. The joint costs that are
 15 allocated to the restricted accounts are
 16 the cost for the various direct mail
 17 pieces for each of the causes. So, yes.

18 Q. I would like to turn to the 2015
 19 charity CHAR500 form, Exhibit 8,
 20 particularly to page 0293. Can you tell
 21 us what this is?

22 A. This is a schedule of functional
 23 expense-by-expense categories, so this is
 24 a breakdown of expenses by program,
 25 management and general and fund raising.

1 H. Fuchs
 2 program can be used for other things,
 3 like equipment or Q/A reviews or
 4 things like that for the hospital, not
 5 just having surgery.

6 BY MR. CURCHACK:

7 Q. Other things related to
 8 performing the surgeries?

9 A. Pretty much, yes, related to
 10 that, but not just a surgery.

11 Q. I want to ask a series of
 12 questions, some of which may have been
 13 addressed already, but I want to have
 14 clear answers to the extent we can.

15 What does "joint cost
 16 allocation" mean to you?

17 A. To me, the joint cost allocation
 18 is an expense that can be shared between
 19 various categories of expenses.

20 Q. Okay.

21 And what kind of -- what kind of
 22 accounting guidance affects that or
 23 provides a standard?

24 A. There is a standard -- I don't
 25 remember exactly the number. I think it

1 H. Fuchs
 2 Q. Now, which of these expenses?
 3 What do you think "program
 4 services" entails, encompasses?

5 A. Program services would be
 6 expenses relating to the deliverance of
 7 our mission and programs. So, the way we
 8 alerted the public, the way our management
 9 group works on the programs. It's all the
 10 aspects of how we actually run our
 11 charity.

12 Q. Where does the money to pay the
 13 program services come from?

14 A. The expenses for the program
 15 services are from our donations.

16 Q. Other than grants and in-kind
 17 services, which of the remaining expense
 18 items on this table would be charged
 19 against the restricted fund account?

20 A. On the table here, if you look
 21 at the printing, publication and postage
 22 account, the part -- part of the total
 23 expense of the \$6 million would be
 24 allocated to cover expenses for programs,
 25 that \$4 million, 4.4 million.

1 H. Fuchs
 2 Q. So that roughly \$4 and a half
 3 million, in your mind, could be paid with
 4 restricted funds?
 5 A. That's correct.
 6 Q. And that allocation again is
 7 based on the ratios that you were given by
 8 Greg Ellis?
 9 A. Yes. Gary Ellis.
 10 Q. Gary Ellis. Sorry.
 11 A. Yes.
 12 Q. The other line items there,
 13 salaries, professional consulting,
 14 occupancy, office supplies, depreciation
 15 and travel, can those be paid with
 16 restricted funds?
 17 A. We don't use -- well, I don't
 18 use restricted funds to pay the other
 19 expense categories, only the grants and
 20 the printing and publications, to release
 21 the restrictions.
 22 Q. So all of those expenses from
 23 those lines are paid with --
 24 A. With unrestricted.
 25 Q. Has that always been the case

1 H. Fuchs
 2 I know specifically what it's been
 3 used for. But other than that, it's
 4 the end of the year.
 5 MR. CURCHACK: Can we please
 6 mark as next exhibit --
 7 MR. LILIEN: Sorry, Walter. One
 8 more question?
 9 What does the depreciation in
 10 the context refer to?
 11 MS. FUCHS: This is the fixed
 12 asset depreciation and amortization
 13 expense category line.
 14 MR. LILIEN: What are the fixed
 15 assets you are referring to?
 16 MS. FUCHS: Our office
 17 equipment, computers, desks, any other
 18 equipment. Chairs, tables, conference
 19 room screens.
 20 BY MR. CURCHACK:
 21 Q. How is that amount allocated?
 22 A. In terms of this reporting
 23 structure?
 24 Q. Yes.
 25 A. Usually use the same percentages

1 H. Fuchs
 2 for WonderWork?
 3 A. That's correct.
 4 MR. LILIEN: I have a couple of
 5 questions.
 6 MS. FUCHS: Sure.
 7 MR. LILIEN: If you don't
 8 determine what is restricted or
 9 unrestricted until the end of the year
 10 until the audit process, during the
 11 course of the year how would you know
 12 which funds can be spent for
 13 restricted purposes?
 14 MR. CURCHACK: Or which funds
 15 should not be spent for unrestricted
 16 purposes?
 17 MS. FUCHS: The funds during the
 18 course of the year are commingled in
 19 the bank. I pay everything out of the
 20 WonderWork bank account, so the only
 21 time I know how much is remaining is
 22 when I do the exercise at the end of
 23 the year or when there is a particular
 24 restricted account that is set up,
 25 like the medical records database that

1 H. Fuchs
 2 as I would for like occupancy and, really,
 3 salaries. If I see the number of people
 4 and I know the people are allocated to
 5 certain programmatic versus support
 6 services expenses, I take that pretty much
 7 the same percent and I use it for a lot of
 8 these allocations.
 9 MR. LILIEN: Another moment on
 10 salaries and related expenses. I see
 11 that you allocated the bulk of it to
 12 program services?
 13 MS. FUCHS: Correct.
 14 MR. LILIEN: How have you made
 15 the determination to allocate most of
 16 it to program services?
 17 MS. FUCHS: What I do is I take
 18 the salaries for everybody over the
 19 course of the year and add in the
 20 benefits and then figure out, based on
 21 each person, how much time they devote
 22 to programs or management in general
 23 or fund raising. So, there are
 24 certain people that all they do is
 25 program work, DeLois and Tiffany. So,

1 H. Fuchs
 2 100 percent of their salary line would
 3 be programs. Brian, it depends on
 4 what he's been, I will allocate it
 5 that way.
 6 I use that line --
 7 MR. LILIEN: Well, take Janet,
 8 for example. How would you allocate
 9 Janet's salary?
 10 MS. FUCHS: Well, I would use
 11 her -- the work she does on direct
 12 mail, which includes the work that
 13 Gary Ellis has done in allocating the
 14 expense line of direct mail, so I
 15 would use some of that number in her
 16 allocation, similarly to that.
 17 BY MR. CURCHACK:
 18 Q. For clarification, meaning you
 19 would divide her expense in the same ratio
 20 as the direct mail expenses?
 21 A. Pretty much, yes. Then after I
 22 do all that with everybody's salary, I go
 23 to the bottom line and figure out what
 24 totals program, what totals fund raising,
 25 what totals percentage-wise.

1 H. Fuchs
 2 MR. LILIEN: Go back to Janet
 3 just for a moment. Aside from
 4 including the inserts, the public
 5 health information inserts into the
 6 mailings, does Janet perform any other
 7 educational programs, programmatic
 8 activities?
 9 MS. FUCHS: Well, she reads
 10 everything, makes sure it's correct
 11 and -- you'd have to ask her what more
 12 she does.
 13 MR. LILIEN: I am asking you
 14 because you have done the allocation.
 15 MS. FUCHS: That is kind of what
 16 I do using the direct mail allocation
 17 because that is what she works on, and
 18 the database.
 19 MR. LILIEN: Are you aware if
 20 Janet does any programmatic activity
 21 other than including the inserts into
 22 the fund raising mailings?
 23 MS. FUCHS: What programmatic
 24 besides reading the information and
 25 working on the program charts that

1 H. Fuchs
 2 help program group? No. I mean,
 3 there is general information that they
 4 do for the board meeting on, you know,
 5 how much...
 6 MR. LILIEN: What about your
 7 salary? How is that allocated?
 8 MS. FUCHS: Pretty much to
 9 management and general.
 10 MR. LILIEN: Your salary --
 11 well, I am looking at that line,
 12 "Salaries and Related Expenses in 2015
 13 for fiscal year ended June 30, 2015."
 14 It is about \$99,000 in management and
 15 general and your salary, then, I
 16 recall was roughly \$200,000?
 17 MS. FUCHS: In that time,
 18 probably, yes.
 19 MR. LILIEN: So what would you
 20 have allocated your salary to other
 21 than management and general?
 22 MS. FUCHS: I would put part of
 23 it in programs depending how much I
 24 worked with the program group in
 25 paying the grants and reviewing the

1 H. Fuchs
 2 documentation on the grants.
 3 MR. LILIEN: How often would you
 4 do that?
 5 MS. FUCHS: We would do that
 6 pretty much once a month for a couple
 7 of hours.
 8 MR. LILIEN: Other than that, is
 9 there anything else that you worked on
 10 from a programmatic perspective?
 11 MS. FUCHS: Keeping track of all
 12 program expenses and sending out the
 13 grants and pretty much handling the
 14 flow of the money to the partners.
 15 BY MR. CURCHACK:
 16 Q. You mentioned there is
 17 information included in some of the
 18 mailings which is used to support the
 19 allocation of the printing cost between
 20 program and other. Is that correct?
 21 A. Yes.
 22 Q. What kind of information gets
 23 included?
 24 A. I'd have to look at a piece that
 25 Gary Ellis divided up and see what he did.

1 H. Fuchs
 2 But I am not that familiar with the direct
 3 mail pieces.
 4 Q. Do you know how WonderWork gets
 5 the information to be included?
 6 A. That is another marketing piece
 7 of information. They would be able to
 8 tell you better. And also program people
 9 get it from some -- I don't know. Some
 10 websites and things. But that would be
 11 more for programs.
 12 Q. Who is WonderWork trying to
 13 educate through this public education?
 14 A. Well, it's for the general
 15 public.
 16 Q. The people who are receiving --
 17 A. Receiving the direct mail piece.
 18 Q. Does WonderWork ever send out a
 19 public education campaign that doesn't
 20 include a reply device?
 21 A. I don't know. Janet would be
 22 able to tell you that.
 23 Q. Does WonderWork send public
 24 education material to current donors? In
 25 other words, any renewal piece?

1 H. Fuchs
 2 A. Again, I would defer to Janet
 3 for that. My guess is yes, but I am not
 4 sure so I don't want to really guess.
 5 Q. So when it comes time to do the
 6 allocations at the end of the year, what
 7 do you do to confirm the amount that is
 8 attributable to program as opposed to the
 9 other categories?
 10 A. Well, each piece, Janet and Vera
 11 compile the expense for each of the pieces
 12 because each piece has its own code, and
 13 they know exactly how much it cost to
 14 print, postage, do whatever to each piece.
 15 So, Gary Ellis would do the actual
 16 percentage of the piece by the line count
 17 that he does.
 18 Going back to the actual direct
 19 mail piece, so he will count the lines and
 20 determine what pieces of the piece are
 21 allocated to either public information,
 22 management and general, fund raising.
 23 Then each piece has an associated cost, so
 24 Janet and Vera will fill in the
 25 spreadsheet he sends with the percentages

1 H. Fuchs
 2 with the exact amount of each piece, and
 3 that is how we get that expense amount.
 4 MR. CURCHACK: I've asked the
 5 reporter to mark as Exhibit 17 three
 6 copies of what... copies of what
 7 appear to be three mailings. One is
 8 for 20/20/20 and begins with
 9 production number 9021 through 9030.
 10 The second is for Burn Rescue, and
 11 production numbers begin 9061 and run
 12 through 9069. The last one is for
 13 First Step, and begins with production
 14 number 9070 and runs through 9078.
 15 (So marked for identification as
 16 Fuchs Exhibit 17.)
 17 Q. Looking first at the 20/20/20
 18 mailing, can you tell me what is the
 19 public information aspect of this mailing?
 20 A. I don't go through this. Gary
 21 Ellis does. So I can't tell you what he
 22 considers right now to be public
 23 information. He will go through this and
 24 outline what he considers to be public
 25 information and then I will take a look at

1 H. Fuchs
 2 it, but I can't tell you right now what I
 3 consider to be public information.
 4 MR. LILIEN: To the best of your
 5 knowledge, what procedures or
 6 protocols does Gary follow in making
 7 that determination?
 8 MS. FUCHS: Well, he has a list
 9 of what he considers, which he sends
 10 me when he finishes it. And it is on
 11 the back of the piece that he has done
 12 as to what -- and then he outlines the
 13 document in different colors and says
 14 what it's for.
 15 But information about cloudy
 16 lenses and your vision here on --
 17 MR. LILIEN: Before you get into
 18 that, how would you know, after he
 19 sends it to you, that he's right?
 20 MS. FUCHS: I just rely on him.
 21 I don't really know. It's his
 22 background.
 23 (So marked for identification as
 24 Fuchs Exhibit 18.)
 25 BY MR. CURCHACK:

1 H. Fuchs
 2 Q. Can you tell us what Exhibit 18
 3 is?
 4 A. Do you want me to explain this ?
 5 Q. Yes, please.
 6 A. Sure. This would be a package
 7 of information that -- one of the packets
 8 that Gary Ellis would send us back after
 9 we have sent him PDF's of the mailing, the
 10 direct mail piece. And this is his
 11 analysis of this particular piece called
 12 "Priya Hoodie Control." It's the name of
 13 the package. And the theme, what's
 14 included.
 15 And based on this particular
 16 package, he is saying what he's got in the
 17 public education content and information
 18 about blindness and a call to action.
 19 What he does is he highlights
 20 the passages that he considers the
 21 different categories in colored marker.
 22 So, you are missing the color. It would
 23 be easier that way.
 24 Q. The first two pages is a
 25 separate document than the balance, which

1 H. Fuchs
 2 that people need to heed, which would be
 3 about an eye exam, about family eye
 4 health, eat right, maintain a healthy
 5 weight, wear protective eyewear, quit
 6 smoking.
 7 Q. How are those related to
 8 providing surgeries for people in
 9 underdeveloped countries?
 10 A. Well, this is the informational
 11 piece about what a person needs to know
 12 about blindness and not providing the
 13 surgeries. This is the way, I think, the
 14 call to action is defined in the public
 15 information.
 16 Q. So why is that relevant to
 17 someone who is being asked to solicit
 18 money to 20/20/20?
 19 A. This is educating the public on
 20 issues with blindness, not just 20/20/20.
 21 So that is part of the call to action.
 22 Q. How much is Mr. Ellis paid, if
 23 you know?
 24 A. He gets a hundred dollars for
 25 each piece that he analyzes.

1 H. Fuchs
 2 appears to be a copy of a mailing that is
 3 marked.
 4 A. Right. Gary provides the first
 5 two pages on the particular direct mail
 6 piece that he's analyzed. And the two
 7 pages consist of how he breaks out the
 8 public education content and the call to
 9 action.
 10 Q. If you go to the bottom of the
 11 first page, where it says "Calls to
 12 action," the first thing is "Reply
 13 device." Now, what is the action that is
 14 being called for there?
 15 A. Well, what he is saying is
 16 "Please send me update about 20/20/20 and
 17 to watch the Two Sisters video on the
 18 website." That's part of the --
 19 Q. How is that a call to action?
 20 A. That, he would have to explain
 21 to you.
 22 Q. The --
 23 A. Excuse me. Another point would
 24 be the information about the blindness
 25 insert. These are all calls to action

1 H. Fuchs
 2 Q. A hundred dollars? Do you know
 3 how long it takes him to do each one?
 4 A. I really don't know.
 5 Q. Do you know how many in a given
 6 year he does?
 7 A. For WonderWork?
 8 Q. Yes.
 9 A. It depends. I don't have the
 10 count right now, but it could be -- I
 11 think -- I can't guess at that.
 12 MR. LILIEN: What, roughly, what
 13 do you pay him a year?
 14 MS. FUCHS: He gets paid usually
 15 the whole thing at once. So we give
 16 him all the pieces or all the ones
 17 that we feel are different -- in one
 18 case, if a piece is very similar, we
 19 don't give it to him. If we have
 20 three pieces that look exactly like
 21 this with maybe one or two variances,
 22 we wouldn't give it to him.
 23 So I am trying to think. I
 24 don't know. Maybe 50, the last time
 25 we gave him 50 or more different

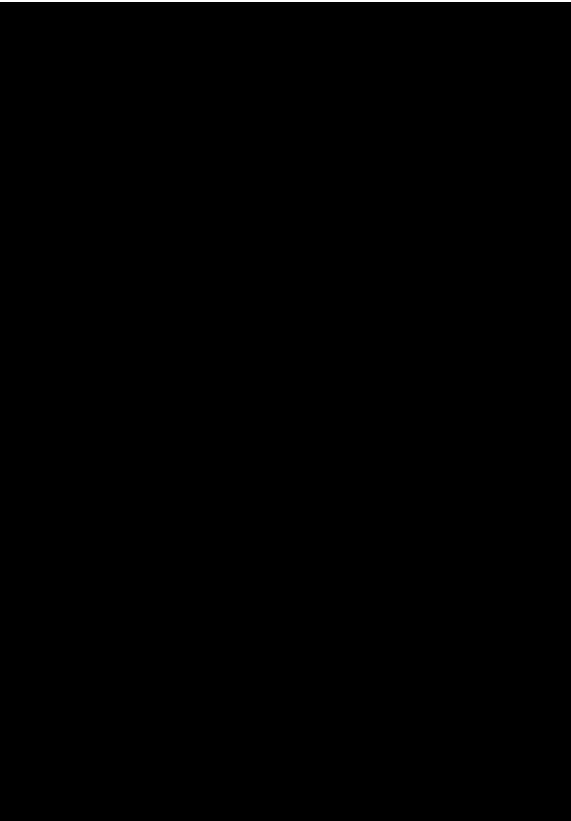
1 H. Fuchs
 2 variations of pieces that we sent out.
 3 It could be more. I don't know.
 4 Q. The balance of that exhibit is
 5 what he marked up. Is that correct? The
 6 rest of what is in this exhibit --
 7 A. That is the actual direct mail
 8 piece that he would highlight, yes.
 9 That's correct.
 10 MR. LILIEN: Has Mr. Ellis ever
 11 commented on the content or made
 12 suggestions for improving it?
 13 MS. FUCHS: The content?
 14 MR. LILIEN: The public
 15 information piece.
 16 MS. FUCHS: Not to me he hasn't.
 17 No.
 18 Q. Do you know whether Target
 19 Market Team provided -- sorry. Did their
 20 allocation in the same way?
 21 A. They did a word count, not a
 22 line count. But it was similar in reading
 23 the information.
 24 Q. If you go back to the exhibit
 25 and you look at the print on the

1 H. Fuchs
 2 information about blindness insert
 3 compared to the rest of the mailing, it
 4 would seem there is a pretty heavy
 5 weighting towards the information about
 6 blindness.
 7 A. Yes.
 8 Q. Would you agree?
 9 A. Yes, I agree.
 10 Q. What would be the reason for
 11 doing that?
 12 A. Well, it is sentences of the
 13 maybe that sentence is here. It is not
 14 really a whole line.
 15 I thought it was a line count
 16 that he used.
 17 Q. But I'm asking, if one were to
 18 do a word count, where does it appear that
 19 most of the words appear?
 20 A. Oh, pretty much in the brochure,
 21 information about blindness. That's
 22 actually a little brochure.
 23 Q. For the record, by the brochure,
 24 you mean this information about blindness
 25 insert?

1 H. Fuchs
 2 A. Correct.
 3 Q. Where in the letter does it say
 4 anything about the insert?
 5 A. I don't think it's in the
 6 letter, but I don't know. I'd have to
 7 read the letter. I think it just goes in
 8 the envelope.
 9 Q. And does WonderWork -- has
 10 WonderWork, to your knowledge, ever asked
 11 a donor to give money to enable it to send
 12 out materials like the "information about
 13 blindness" insert?
 14 A. I wouldn't know that.
 15 Q. Have you ever seen a WonderWork
 16 mailing that requested funds to enable it
 17 to send out information about
 18 blindness-type brochures?
 19 A. I haven't seen it.
 20 Q. Who would be the person who
 21 would have the most communication with
 22 Mr. Ellis? Who from WonderWork would have
 23 the most communication with Mr. Ellis?
 24 A. Well, Janet and Vera put
 25 together the mailing packages -- well,

1 H. Fuchs
 2 they are together already, but they would
 3 send him the PDF's of all the mailings,
 4 and he contacts me with the information
 5 when he does the review.
 6 Q. Okay.
 7 A. Initially I would contact him
 8 regarding, "We need the review done."
 9 Q. Did you ever have any
 10 discussions with any member of the board
 11 about the joint cost allocation?
 12 A. Not that I recall.
 13 (So marked for identification as
 14 Fuchs Exhibit 19.)
 15 Q. I have asked the reporter to
 16 mark as Exhibit 19 an email thread. The
 17 top one is from Hana Fuchs to Greg Lam
 18 dated February 2, 2015.
 19 Could you tell us who Greg Lam
 20 is?
 21 A. [REDACTED]

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1 H. Fuchs
2 that while in the financial statement
3 salaries are attributed to different
4 elements, including programs and other,
5 that nevertheless they would not be paid
6 from restricted funds. Is that correct?

7 A. That's correct.

8 MR. LILIEN: Has that always
9 been the case?

10 MS. FUCHS: Yes.

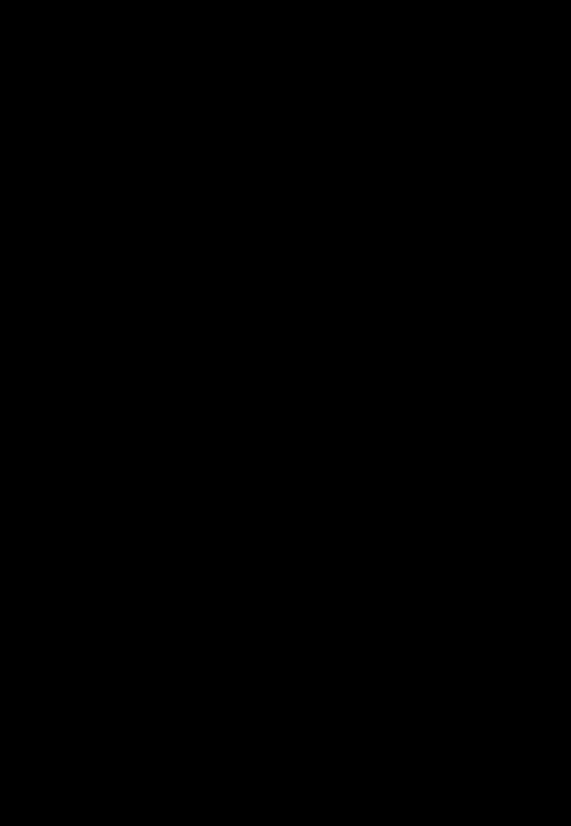
11 Q. So, would it be correct to
12 assume, then, that even though certain
13 legal expenses were attributed to program
14 for purposes of the financial statement
15 presentation, that those fees, those legal
16 fees would not be paid with restricted
17 funds?

18 A. They were not paid with
19 restricted funds. Yes, that's correct.

20 Q. When did WonderWork start
21 including language that said "100 percent
22 of your donation will go toward surgeries"
23 or something like that?

24 A. You'd have to ask Janet for
25 that. I think it was for FY '17, but I am

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1 H. Fuchs
2 not entirely correct -- I mean, I am not
3 sure. Janet does the direct mail so she
4 would be able to tell you that. ((It's
5 "information about blindness" insert).

6 (So marked for identification as
7 Fuchs Exhibit 20.)

8 Q. The next exhibit consists of
9 three separate solicitations or draft
10 solicitations. The first one is
11 production number WON 06087 through 06092.
12 The second is a one-page -- it looks like
13 a form letter, WON 06164. The last one is
14 a letter dated November 2, 2016, with
15 production number WON 06120 through 06122.

16 Do you recall seeing these?

17 A. I don't really receive these to
18 review, but these are FY '17
19 solicitations. But I --

20 Q. Okay. Turn to page 06088. In
21 the middle of the page is a paragraph that
22 begins, "We are very proud that our
23 overhead and admin expenses are extremely
24 low. Even better, one of our founding
25 donors pays for all of our non-program

1 H. Fuchs
 2 expenses so that 100 percent of all
 3 donations, including yours, can go towards
 4 programs."

5 Now let's turn to production
 6 number 06164. There is a paragraph that
 7 begins, "I want you to know." Do you see
 8 that?

9 A. Yes, I see it.

10 Q. I will read that sentence. "I
 11 want you to know also that we will use
 12 100 percent of your donation for our free
 13 surgery programs." Okay?

14 Then go to 06120. At the bottom
 15 of the page, there is a statement that
 16 says, "100 percent of all donations goes
 17 towards our free surgery programs. A
 18 founding donor pays all admin and
 19 fund-raising expenses."

20 Now, although similar, those are
 21 three different statements?

22 A. That's correct.

23 Q. Could you explain why -- could
 24 you explain what the differences mean?

25 A. I think you are going to have

1 H. Fuchs
 2 have surgical programs?
 3 A. No, but we started a new account
 4 for the WonderWork surgical program
 5 restriction, and that would be -- that
 6 would be how it would be restricted. And
 7 this would be FY '17.

8 Q. What was the basis for the
 9 hundred percent claim?

10 A. Again, you'd have to ask Brian
 11 about that.

12 Q. What did you understand the
 13 hundred percent language to mean?

14 A. That we would restrict
 15 100 percent of the donation to our
 16 surgical programs.

17 Q. So, would surgical programs
 18 include providing public information about
 19 how to avoid going blind?

20 A. That would be part of it.

21 Q. And what is the connection
 22 between surgical programs and general
 23 health information?

24 A. General health information about
 25 blindness?

1 H. Fuchs
 2 Brian to explain that. He is the one who
 3 wrote it.

4 Q. Okay.

5 A. I can't answer that.

6 Q. Well, let's pretend or let's
 7 assume that a donation came in in response
 8 to each of these three mailings. Now, the
 9 first one is a WonderWork mailing. The
 10 second one, I can't tell, but it doesn't
 11 identify itself as one of the d/b/a's.

12 A. No.

13 Q. And the third one is a
 14 WonderWork mailing as well.

15 A. Yes.

16 Q. While these all say different
 17 things as to where the donation -- I will
 18 rephrase that.

19 How would you treat funds that
 20 came in in response to each of these three
 21 mailings?

22 A. Based on the hundred percent,
 23 this would be restricted to WonderWork's
 24 surgical programs.

25 Q. WonderWork, I thought, doesn't

1 H. Fuchs

2 Q. Yes.

3 A. What is the difference?

4 Q. What is the relationship?

5 A. They are both part of the public
 6 information.

7 MR. LILIEN: Hana, if a donor or
 8 prospective donor would receive a
 9 document that says "give to our
 10 programs," which means surgical
 11 programs, 100 percent goes to surgical
 12 programs, I just want to understand
 13 why you would think a donor would
 14 believe that their donations go to pay
 15 for cost of a public information
 16 campaign.

17 MS. FUCHS: I don't -- I mean, I
 18 don't know what a donor believes, but
 19 I know, accounting-wise, you are
 20 allowed to do this. So it is kind
 21 of -- what I do is the financial
 22 piece, but the marketing people do the
 23 rest of it. So, it is more of what
 24 they -- what their intentions are.

25 But according to the accounting

1 H. Fuchs
 2 regulations, one is allowed to
 3 allocate part of the direct mail
 4 expenses to programs.
 5 MR. LILIEN: Is there anything
 6 in the documents you have in front of
 7 you -- start with the letter 6087 to
 8 6088 -- that would suggest that money
 9 raised would go to pay for costs of
 10 mailings of information.

11 MS. FUCHS: I don't see anything
 12 here, but that doesn't mean it wasn't
 13 included in the actual mail piece they
 14 received. The envelope could have
 15 been the brochure, which is usually
 16 the case. This letter doesn't say
 17 that.

18 MR. LILIEN: Just to be clear
 19 here, your understanding and your
 20 belief is that the phrase "surgical
 21 programs" also means information that
 22 is included in mailings to donors?

23 MS. FUCHS: The public
 24 information piece. Correct.

25 MR. LILIEN: And you believe

1 H. Fuchs
 2 people. "Go for a mammogram." I know
 3 that is part of what I am paying for when
 4 I give money to them. You know, it is
 5 kind of -- yeah, I do know that. Just
 6 because I know that.

7 MR. LILIEN: Let me have you put
 8 your chief financial officer hat on
 9 for a moment. As fiduciary of a
 10 charity that has restricted funds,
 11 would your answer be any different?

12 MS. FUCHS: Well, also, I mean,
 13 I rely on the expertise of our
 14 accounting professionals and our
 15 auditors from KPMG and now from BDO to
 16 either tell me this is incorrect and
 17 change it or to agree with it.

18 So, if they agree with the
 19 presentation..

20 MR. LILIEN: I think it is very
 21 important for us, and I think we will
 22 be breaking soon, but I just ask you
 23 again.

24 MS. FUCHS: Sure.

25 MR. LILIEN: Just to make sure

1 H. Fuchs
 2 that to be a surgical program?
 3 Earlier you had mentioned surgical
 4 programs were surgeries, equipment and
 5 some quality assurance.

6 MS. FUCHS: Part of the
 7 allocation. I mean, it is part of the
 8 functional expense breakdown of the
 9 finances. So, to me it is part of it
 10 also.

11 Q. But if you were a donor and
 12 received a solicitation from 20/20/20,
 13 would you have any reason to believe that
 14 your funds, your donation, would go to pay
 15 for an insert like the one that we just
 16 looked at?

17 A. I mean, I know it would, so I
 18 can't answer that question. Since I do
 19 the finances, I know when I get
 20 information from every charity in the
 21 world basically in my mailbox, I know
 22 every piece of paper that they put in
 23 there, which has a map of where they have
 24 hospitals or how many surgeries they do.

25 For example, the breast cancer

1 H. Fuchs
 2 we are clear on this, your decision as
 3 CFO to use restricted funds for
 4 purposes other than grants to
 5 hospitals, equipment, quality
 6 assurance reviews, is based on
 7 accounting rules as to when you can
 8 allocate costs across programs, not
 9 based on what the solicitation
 10 materials themselves may say?

11 MS. FUCHS: Well, backing up a
 12 little, though, the allocation rules
 13 are based on what the solicitation
 14 materials say.

15 MR. LILIEN: Let me be more
 16 specific. I mean in terms of what the
 17 materials say about use.

18 MS. FUCHS: Well, I would rely
 19 on KP -- rely on our auditors to
 20 determine whether it is acceptable or
 21 not. And if they reviewed what Gary
 22 Ellis did and said to me, "This is
 23 incorrect," then I would change it.
 24 But they have all reviewed the work
 25 that all of the people did, whether it

1 H. Fuchs
 2 is Gary Ellis or Target Market, and
 3 they have agreed with the
 4 presentation. So, I agreed with that.
 5 Q. Did you ever --

6 MR. CURCHACK: I think we should
 7 break now. Thank you. We will see
 8 everybody back here at 11.

9 (TIME NOTED: 6:38 p.m.)

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CERTIFICATION

I, DEBRA STEVENS, a Notary Public for
 and within the State of New York, do
 hereby certify:

That the witness whose testimony as
 herein set forth, was duly sworn by me;
 and that the within transcript is a true
 record of the testimony given by said
 witness.

I further certify that I am not
 related to any of the parties to this
 action by blood or marriage, and that I am
 in no way interested in the outcome of
 this matter.

IN WITNESS WHEREOF, I have hereunto
 set my hand this 23rd day of August, 2017.

DEBRA STEVENS, RPR-CRR

* * *

1
 2 ACKNOWLEDGMENT
 3

4 STATE OF NEW YORK)
 5 :ss
 6 COUNTY OF NEW YORK)

7 I, HANA FUCHS, hereby certify that
 8 I have read the transcript of my
 9 testimony taken under oath in my
 10 deposition on August 14, 2017,
 11 that the transcript is a true, complete
 12 And correct record of my testimony, and
 13 that the answers on the record as given by
 14 me are true and correct.

15
 16
 17
 18 HANA FUCHS
 19 Signed and subscribed to before me
 20 This _____ day of _____, 2017.

21
 22 Notary Public, State of New York

1
 2 *** ERRATA SHEET ***
 3 TRANSPERFECT DEPOSITION SERVICES
 4 216 E. 45th Street, Suite #903
 5 NEW YORK, NEW YORK 10017
 6 (212) 400-8845
 7 CASE: In Re Wonderwork, Inc.
 8 DATE: August 14, 2017
 9 WITNESS: Hana Fuchs REF: Job #19383
 10 PAGE LINE FROM TO
 11
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HANA FUCHS
 Subscribed and sworn to before me
 this _____ day of _____, 20_____.
 Notary Public

A ability 8:18 able 51:17 59:23 110:3 125:12 129:22,25 130:8 132:9 144:21 148:15 159:7 186:7,22 201:4 acceptable 209:20 accepted 118:12 access 55:3,5,11 129:4 accompanied 145:12 account 16:2 50:9 50:24 51:6,21 52:6 73:25 74:3,8 74:13,15,21,23 75:7,11 82:18 83:15 123:7 124:12,13 125:13 125:21,25 126:9 126:10 129:8 130:19 131:8,9 132:15 136:9 151:6 159:4 165:6 165:13,19 166:3 168:13,17 169:3,4 169:11,13 170:20 170:21,22 171:15 173:24 176:3 177:19,22 179:20 179:24 198:14 204:3 accounting 7:15 11:2 12:4,7 13:24 15:19 16:10,14,16 16:19 17:22 30:25 44:3,24 45:16 46:22 83:20 85:21 86:2 90:8,9 94:15 113:2 143:2 148:10,14,18,22 154:3 175:22 205:25 208:14 209:7 accounting-wise	205:19 accounts 12:5 53:10 120:4 122:21 124:6,19 125:9 126:6,7 129:6 130:6 137:20 140:3 164:18,23 168:15 168:24 171:9,13 176:13,15 accrual 102:10,12 103:21 ACKNOWLED... 211:2 Acting 15:11 action 149:4,7 190:18 191:9,12 191:13,19,25 192:14,21 199:12 199:13,20,20 212:15 actions 107:25 activities 78:21 87:18 161:22 183:8 activity 183:20 actual 39:15 78:6 78:13 83:21 84:11 85:9 86:22 106:6 129:9 132:22 144:12 155:17 187:15,18 194:7 206:13 add 7:23 39:22 106:25 181:19 added 38:25 39:2 46:21 100:15,19 102:4,5 addition 32:5 additional 118:11 118:18 address 51:10,11 66:12 72:15 198:20 addressed 92:16 175:13 addresses 199:11	addressing 163:23 admin 201:23 202:18 administration 13:19 157:6 administration/f... 94:4 ADP 18:8,20 20:16 38:9 44:6,23 adults 128:8 advance 9:3 advice 75:13 advisor 76:4 advisory 7:5 affect 8:18 affirm 49:20 afford 90:20 afternoon 6:4 ago 10:22 36:11 65:2 agree 44:16 117:23 118:5 169:24 activities 78:21 87:18 161:22 183:8 activity 183:20 actual 39:15 78:6 78:13 83:21 84:11 85:9 86:22 106:6 129:9 132:22 144:12 155:17 187:15,18 194:7 206:13 add 7:23 39:22 106:25 181:19 added 38:25 39:2 46:21 100:15,19 102:4,5 addition 32:5 additional 118:11 118:18 address 51:10,11 66:12 72:15 198:20 addressed 92:16 175:13 addresses 199:11	209:8 allocated 96:24 98:10,11 99:5 108:9 143:18,20 176:7,9,10,15 177:24 180:21 181:4,11 184:7,20 187:21 allocating 136:16 182:13 allocation 88:21 89:17 90:2,7 91:24,24 93:20 94:10 96:7,10,18 97:14 99:17 119:8 141:17,24 142:3 142:19 144:9,14 145:20 146:18 150:7,12 152:7 153:7,17 155:12 159:10,23,24 160:19 162:11 175:16,17 178:6 182:16 183:14,16 185:19 194:20 197:11 198:7,16 207:7 209:12 allocations 94:18 147:13 159:19 181:8 187:6 allowed 61:12 90:10,10 142:7,20 142:24 143:17,19 148:11 205:20 206:2 amended 116:17 amortization 180:12 amount 22:17 38:24 74:11 77:19 alerted 177:8 allocate 89:8,22 90:10 91:20 97:9 142:21,24 148:11 148:24 156:8,8 176:11 181:15 182:4,8 206:3	187:7 188:2,3 amounts 60:3 analysis 160:4 190:11 analyze 54:2,5 analyzed 191:6 analyzes 192:25 and/or 158:6 annual 37:8 38:23 39:6,15 40:25 annually 33:22 answer 6:17,21 7:19,24,25 8:18 161:7 203:5 207:18 208:11 answered 82:3 answers 6:12 175:14 211:13 anticipate 172:4,23 173:6 anticipated 110:8 anybody 9:2 27:5 30:3 55:5 97:9 anyway 70:10 198:20 Apart 65:15 apologize 93:17 apparently 22:20 110:17 appeal 48:11,18 50:3,15 appear 188:7 195:18,19 appears 79:2 97:25 98:6 138:7 159:10 160:4 191:2 application 162:5 applied 56:15 134:19 apply 56:13,16 apportioned 91:3 appreciate 6:13 147:14 appropriate 8:9 123:7 125:6 129:2 157:24 approval 124:24
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FUCHS

EXHIBIT 1

From: Brian Mullaney [brian@surgery4thepoor.org]
Sent: Sunday, December 18, 2011 1:44 PM
To: Karen Lazarus; Hana Fuchs; DeLois Greenwood
Subject: good news bad news

EXHIBIT	1
WIT:	Fuchs
DATE:	8-14-17
DEBRA STEVENS, RPR, CRR	

Hi,

Good news is [REDACTED] just agreed to let us use his \$5 million as a matching grant. Thank God.

Bad news is [REDACTED] has reduced his grant from \$5 million to \$1 million IF we can resolve my lawsuit and Hana's lawsuit with Wang. (I am confident we can accommodate them.)

He did say that he will consider future funding which leads me to believe that if we can stay away from fighting with Wang and are successful, we will end up with the entire \$5 million he originally agreed to give us. He has made it clear he doesn't want to be part of any lawsuits or controversy and he and his lawyers will be watching us closely over the next year.

Now is not the time to be in court with Wang for any of us. We all have legitimate claims against him and smile train but fighting with him now will only undermine our efforts with Surgery For The Poor and tarnish all of our reputations.

Over the past year, because of conflict and turmoil with Charles Wang, Surgery For The Poor has lost...

- \$5,000,000 grant from [REDACTED]
- \$5,000,000 grant from [REDACTED]
- \$5,000,000 grant from [REDACTED]
- \$4,000,000 from [REDACTED] and his offer to join our board and possibly be Chairman.
- Any chance of ever receiving support from [REDACTED]
- Maybe \$1 million from [REDACTED], no word from them.

If we do not resolve these two lawsuits we will lose the \$1 million grant [REDACTED] has promised to give us immediately, as well as any chance of future support and of course, having [REDACTED] involved with us.

Look how much we have lost - \$19 million - because of Wang and that's BEFORE even going to court with him. A trial with Hana and/or me would send all of our supporters running for the hills and all of our money would evaporate along with our reputations. Is any of this worth a lawsuit that at best will result in an award of a few hundred thousand dollars? Even a successful lawsuit will not lead to a 5 year payout as it is way too much, at most any of us would get 1 to 1.5 years of severance which is peanuts compared to what we will lose.

A lawsuit right now would be playing right into his hands – this is exactly what Wang wants, the chance to smear and slander us as we destroy ourselves. If he had any idea how much money he has cost us he would be thrilled. I know it is very frustrating to wait. And all of us would like to see Wang go to jail. But we have to be smart about this and we have to put our own personal interests aside for the moment and consider our collective good. Like Franklin said during the revolutionary war, we must hang together or we will hang separately.

As you know, I have put my own interests on hold to build this new charity and so did all of you when you refused to sign the original severance deals 10 months ago. I had a handshake deal back in May and asked them to include all three of you. Back in February my lawyer said he could get me a lot of money if I agreed to support the merger instead of fighting it. The new deal they want me to sign is very bad compared to my current deal and I literally am forgoing more than half a million dollars that they promised me. I agreed to do that so that you three would get the severance deals you deserve. And even though my lawyer says I have a good chance if I appeal my lawsuit with Wang, I am folding my tent to appease [REDACTED] and sending Wang \$650,000 next week.

I am confident that we will all be able to settle with the regime that follows Wang whenever that is! One way or another, I do not envision him running Smile Train for another year. Smits has told me several times that Wang has said he doesn't want to run Smile Train.

If for some reason, Wang does continue to run Smile Train, any and all of us could sue him and Smile Train in six – 12 months

WW_EMAILS0246343

if we wish once Surgery For The Poor is more established and we have donors, start-up capital, and of course some success with blindness. Smits advised me to sue smile train in federal court which he says refers just about everything to mediation, he said I would win quickly and easily. We can sue him when we are in a position to weather the storm.

Right now, we have much more to lose than Wang does.

As a small token of appreciation for all of you not signing those wicked severance agreements and joining surgery for the poor I am going to give all of you a \$15,000 year end bonus once we receive the [REDACTED] grant in January to help you with your legal fees.

This money is NOT coming from donations or donors but from our services contract with Ueltschi.

Please let me know what you think.

Thanks,

Brian

Brian Mullaney
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tel 646-558-3768
cell 917-902-7550
www.surgery4thepoor.org



TIME magazine named Surgery For The Poor one of "10 Ideas That Can Change The World"

FUCHS

EXHIBIT 2

REDACTED

FUCHS

EXHIBIT 3

Donations Process Overview

What follows is a summary prepared by WonderWork with counsel. In general, this summary describes WonderWork's current practices. As with any business, WonderWork has updated and improved upon its processes over time. We have flagged the most significant updates below.

I. Fundraising Methods

- a. Direct Mail Appeals (Campaigns). Note that nearly all of WonderWork's donations are raised through direct mail.
 - i. Acquisition (to acquire new donors)
 - 1. The last acquisition appeals under the "FirstStep" and "BurnRescue" "brands" were sent in December 2014.
 - 2. The last acquisition appeals under the "20/20/20" brand were sent in May 2016.
 - 3. WonderWork sends a small number of acquisition mailings to foundations under the "WonderWork" brand.
 - 4. WonderWork selects lists of prospective donors to receive acquisition appeals based on WonderWork's list broker's recommendations.
 - ii. Renewal
 - 1. WonderWork sends renewal appeals to donors who have given to the brands of WonderWork, 20/20/20, BurnRescue and FirstStep.
 - 2. WonderWork selects the list of donors to receive renewal appeals based on a variety of criteria.
- b. Other Methods. A small number of donors make donations in connection with face-to-face meetings, awareness videos, speeches, media coverage and other similar channels.

II. Donation Methods

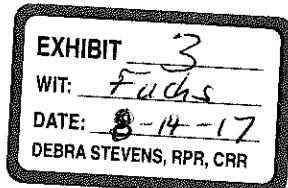
- a. Mail
 - i. WonderWork Donations

Most donors mail their donations directly to WonderWork's office. WonderWork batches and ships them to Direct Mail Processors (DMP), its caging company, once or twice a week for DMP to deposit checks, charge credit cards and, within two days of deposit or charge, key donor information and donation amount into our donor database. WonderWork keeps a tracking sheet with the number of mail pieces in each shipment it sends to DMP. Donors send a small number of WonderWork donations to a P.O. Box in Washington D.C. which are processed by DMP.
 - ii. 20/20/20, BurnRescue, FirstStep Donations

Donors mail these donations to P.O. Boxes in Washington D.C., which DMP collects and processes on a daily basis. DMP keys or scans in donor information and donation amount, and uploads this information into the donor database within two days of deposit.

DMP forwards the following items to WonderWork for quality assurance checks: on a daily basis, scanned images of \$500+ donations; and once per week, hard copies of \$500+ donations and any comment mail or special requests (regardless of amount). A WonderWork employee reviews the scans (daily) and hard copies (weekly) to ensure that DMP entered the donation correctly in the donor database and assigned appropriate flags to the record.

- b. Online
 - i. Donations can be made by credit card at 20x20x20.org, 1stStep.org, BurnRescue.org, or WonderWork.org.



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- ii. Paypal is our credit card processor and they automatically process online donations.
 - iii. Once a week, WonderWork's CFO downloads data regarding web donations from WordPress, the online platform for our websites. The CFO then emails this information in a spreadsheet to Data Management Inc. ("DMI")¹; DMI uploads this information into the donor database via an automated process. A WonderWork staff member quality checks this automated process to ensure all donations are uploaded with the correct amounts and no duplicate records are created.
- c. Phone: Donations can be made over the phone. A staff member fills out the appropriate WonderWork internal donation form (20/20/20, FirstStep, BurnRescue, or WonderWork), and charges the card to the appropriate PayPal account.
 - d. Other payment methods: donors also donate by wire transfer and ACH, and donate stock.

III. Linking a Donation to an Appeal

a. Donations Sent With a Reply Device

Except as described below, WonderWork includes a "reply device" with each appeal to a donor. The reply device includes the donor's name, address and suggested amounts which the donor may choose from. Before printing the reply device, a unique "key code" (also known as a "transaction code" or "source code") is assigned to each appeal and printed on the reply device. For existing donors, this key code is also uploaded to their record. A guide to reading WonderWork's key codes has been provided separately.

When a donor returns the reply device with his/her donation, DMP keys (or scans) the key codes on the reply device and uploads this into our donor database. Using the key code, WonderWork's donor database matches the donation to the relevant appeal.

For DBA appeals, WonderWork has been inserting reply devices with key codes into appeal mailers since inception; for WonderWork appeals, this practice began around July 2016.

b. Donations Sent Without a Reply Device

Online donations are all initially assigned a web "white mail" key code as a placeholder in the donor database.² In the case of donations made by phone, a staff member keys the donation into the donor database, determines from the database the most recent mailing the donor received and assigns the donation to that mailing; if there is no record of sending the donor any mail, the staff member assigns the donation a "white mail" code as a placeholder. In the case of donations received by mail without a reply device, DMP assigns a "white mail" code as a placeholder. WonderWork estimates that less than 2% of total donations are assigned this "white mail" code.

In order to match donations with white mail codes to appeals, WonderWork has set up its database to use an automated "matchback" process based on donor name and address. If the name and address of

¹ As of the end of October 2016, DMI is the company that provides WonderWork with its CRM solution (the donor database), analytics and reporting. Prior to that, WonderWork's database vendor was International Data Management Inc.

² WonderWork generally uses the phrase "white mail" either (1) as a placeholder until we are able to match a donation to an appeal or (2) to mean that WonderWork cannot match a donation back to an appeal. Even if WonderWork assigns a white mail key code, if the donor specifies a restriction, it is allocated accordingly with the appropriate restricted Fund Code.

CONFIDENTIAL

the white mail donor matches an existing donor or a donor to whom WonderWork recently sent an appeal, the white mail key code is replaced with the key code of the most recent appeal on that donor's record. If no match is found, the donation retains the white mail key code.

Note that the automated matchback process will only "matchback" a donation to a cause to an appeal for that cause. This also means that donors to 20/20/20, FirstStep or BurnRescue who make a donation to WonderWork through their donor advised fund or foundation (because they prefer to make their check out to the name of the legal entity with 501(c)(3) status) will not be picked up by the automated matchback process; they will be coded as white mail but will be assigned a fund code restriction to the appropriate surgery program.

WonderWork also receives donations from large donors with whom the organization or Brian Mullaney has a relationship, or from friends and family members of the organization. In general, WonderWork assigns these donations a key code character to indicate that WonderWork made personalized appeals, presentations, or formal or informal pitches to this donor (the donor may have also received certain appeals or marketing materials). If these donations are restricted they will also be assigned a fund code restriction to the appropriate surgery program.

In some cases, if it is clear to a staff member that a donor was responding to an appeal other than the most recent appeal on that donor's record in the database (for example, if a donor includes the cover page of a different appeal in the envelope with his or her donation), the staff member will "override" the automated matchback process and enter the key code for the appropriate appeal.

IV. Coding Restricted Funds in Donor Database

Donations are restricted to the program(s) indicated in the first position of the donation's key code.

"N" means restricted to blindness programs.

"C" means restricted to clubfoot programs.

"B" means restricted to burns programs.

"X" means restricted to WonderWork's programs.

Donations to WonderWork are further designated with a "Fund Code" (which is not part of the key code) in the donor record as follows:

Charity	1st Digit of		Surgery
	Key Code	Fund Code	Program
20/20/20	N	N	Blindness
First Step	C	C	Clubfoot
BurnRescue	B	B	Burns
WonderWork	X	W	Surgery Programs
WonderWork	X	N	Blindness
WonderWork	X	B	Burns
WonderWork	X	C	Clubfoot
WonderWork	X	X	assigned by system default
WonderWork	X	U	Unrestricted (e.g. for operating expenses)

Fund codes are automatically assigned to all new donations added into the database. For donations to WonderWork, please note:

- the database default is to assign an "X" fund code.

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- If a donation is restricted, a WonderWork employee will then reassign the fund code as N, B, C or W, as appropriate. WonderWork began using the W fund code to signify donations that were restricted to surgery programs (as opposed to specific types of surgeries) around December 2016. Prior to that, starting around the end of 2013, WonderWork utilized "RS" in key codes for donations that were restricted to surgeries. WonderWork would communicate to its database vendor that all donors receiving a particular appeal should get "RS" in their key code. The last appeal utilizing the RS characters in the key code was sent around November of 2016.
- If the donation is unrestricted, in the past it would retain the "X" fund code; WonderWork has created but not yet implemented a new "U" fund code for staff to assign to these donations.

V. Fund Accounting and Reconciliation

a. Bank Accounts and "Income Accounts"

WonderWork maintains a separate system of accounts for:

- Funds that are restricted to (1) blindness programs, (2) burns programs, (3) clubfoot programs, and (4) the electronic medical records project; and
- All other funds. With respect to this second category, for FY16 to the present, WonderWork further distinguishes between funds that are restricted to surgery programs generally (as opposed to a single surgery program), and funds that are unrestricted.

Donations directed to "20/20/20," "BurnRescue" or "FirstStep" are deposited in a separate bank (or PayPal) account for each such cause and marked in the general ledger with an "income account" related to that cause (#4010, #4020 or #4030).

A donor may direct his or her donation to "WonderWork" but specify a particular type of surgery. In general, that donation would be deposited into the WonderWork bank account (account # 1040) or PayPal account (account #1060), but marked in the general ledger with an "income account" related to that cause (#4010, #4020 or #4030).

A donor may direct his or her donation to "WonderWork" without any further instruction on use of funds (or an instruction that the donation is unrestricted). That donation would also be deposited into the WonderWork bank or PayPal accounts specified above, but marked in the general ledger with an "income account" designating the funds as unrestricted (account #4000).

A donor may direct his or her donation to "WonderWork" but specify surgeries generally. That donation would also be deposited into the WonderWork bank or PayPal accounts specified above. In the past, this donation would be marked in the general ledger with the income account #4000;³ in WonderWork's audited financial statements for FY15 and prior years, it only reported restricted fund balances for burns, blindness and clubfoot (and hole-in-heart and hydrocephalus in the applicable years). Moving forward, these funds will be marked in the general ledger with an "income account" designating the funds as restricted to surgeries (WonderWork intends to use account #4005, which was established for the electronic medical records project); in WonderWork's audited financial statements for FY16, WonderWork intends to report restricted fund balances for each of burns, blindness, clubfoot, and WonderWork: Other Restricted Contributions.

b. Annual Audit and Release of Restrictions

³ To the extent these donations were flagged with the "RS" characters in the key code, they may also be marked in the memo column of the general ledger with a note that they are restricted to surgeries.

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In preparation for the annual audit, Marketing exports a list from the database of all "WonderWork" donations with key codes that start with "X" and either (a) end with "RS" or (b) have Fund Codes "N," "B" or "C" (and, starting in December 2016, "W"), and pulls copies of the checks and correspondence for these donations. This information is provided to Finance and is made available to the auditors.

At the end of the fiscal year, Finance prepares a spreadsheet starting with the restricted fund balances from the previous years, and adds to these amounts the restricted funds received in the current fiscal year, to arrive at a new total net restricted assets. Next, Finance reviews the current year end program expenses by cause (including Direct Mail Allocation program expenses per AICPA Statement of Position 98-2) so that the restricted net assets can be reduced (or "released") by the amount of these expenses. The remaining restricted net assets are carried over to the next fiscal year.

FUCHS
EXHIBIT 4

WONDERWORK, INC. Employee Travel Policy

The purpose of these Business Travel and Other Expense Reimbursement Policies is to provide the WonderWork employees with specific guidelines covering WonderWork travel and other business expenses, as well as the documentation required to substantiate requests for reimbursement of those expenses.

Because it is not possible to anticipate all of the situations that individual travelers may encounter in conducting WonderWork business, these policies are designed to allow for some flexibility in addressing unique circumstances which may require occasional exceptions. As a general guideline, it is expected that travelers and individuals approving travel payment or reimbursement requests will interpret these policies in a manner that keeps expenses to a minimum and fairly assigns the costs of business-related activities to WonderWork.

Accordingly, the primary responsibility for adherence to these policies rests with the key employees and supervisors who are authorizing travel and approving expense reimbursements.

Travelers should also bear in mind that government agencies and other observers may perceive certain expenditures as being either excessive or inappropriate in the context of a regulatory audit, an IRS audit, or other similar review of WonderWork activities. Thus, moderation and discretion should guide travelers' decisions to incur expenses on WonderWork's behalf.

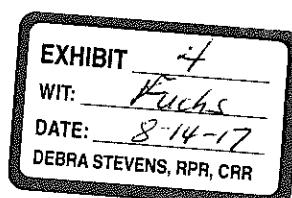
GENERAL POLICIES

WonderWork will only approve travel purchases or reimburse expenses incurred in connection with WonderWork business that are appropriately documented by the employee.

The basic policy governing travel expenses is that an individual should neither gain nor lose funds in the course of conducting WonderWork business.

WonderWork will not approve travel purchases or reimburse travelers for expenses which are inherently personal in nature such as child care, clothing, personal recreation or entertainment, etc. All travel expenses must have a business purpose.

WonderWork will not reimburse travel expenses that have been or will be reimbursed from any outside sources.



Assuming a reasonable level of comfort and convenience for the traveler, every effort should be made to keep WonderWork expenses to a minimum.

Payment or reimbursement will be on the basis of actual and reasonable expenses incurred for transportation, meals, lodging, and other necessary business expenses.

Travel expenses must be approved by the employee's supervisor or by the Board Treasurer, if appropriate.

WonderWork will not provide travel advances, nor make reimbursements for the travel expenses of spouses who accompany employees on WonderWork business, except in unusual circumstances which require their presence. These exceptions must be approved by the WonderWork Executive Director or other staff/officer in charge of such decisions, or by the Board of Directors. The organization shall report any benefit to the employee as compensation if required by federal law.

REPORTING REQUIREMENTS

Regulations issued by the Internal Revenue Service and various other government agencies require that WonderWork maintain a policy under which employees must account for all advances, allowances, and other reimbursements of expenses. This accounting must include:

- sufficient information to establish the business purpose of the travel, entertainment, or other expenditure;
- an adequate record of each expenditure including the amount, date, and place;
- substantiation of expenditures with original receipts -- at a minimum, receipts must be provided for all lodging and entertainment expenses (regardless of amount) and for all other expenses of \$75 or more to comply with IRS regulations; however, departments may elect to require receipts for all expenditures over \$25; and
- the return of any unused monies from cash advances.

Employees must keep track of their expenses and substantiate the expenses by submitting adequate supporting documentation within a reasonable period of time. Any amounts paid to an employee which are not accounted for and substantiated in this way must be included in the employee's income and are subject to payroll tax withholding. (For example, payments to employees of lump-sum, estimated amounts in lieu of reimbursement of *actual* expenses do not meet the requirements of an IRS accountable plan and must be treated as employee compensation subject to withholding.)

FUCHS
EXHIBIT 5

(C) # 275

⑧

Form CHAR500

Annual Filing for Charitable Organizations
New York State Department of Law (Office of the Attorney General)
Charities Bureau - Registration Section
120 Broadway
New York, NY 10271
<http://www.charitiesny.com>

2012

Open to Public
Inspection

1. General Information

a. For the fiscal year beginning (mm/yyyy) 7/1/2011 and ending (mm/yyyy) 6/30/2012			
b. Check if applicable for NYS:	c. Name of organization WanderWork, Inc.	d. Fed. employer ID no. (EIN) (#-#####) 27-4159217	e. NY State registration no. (WW-WW-WW) 43-28-70
<input type="checkbox"/> Address change <input type="checkbox"/> Name change <input type="checkbox"/> Initial filing <input type="checkbox"/> Final filing <input type="checkbox"/> Amended filing <input type="checkbox"/> NY registration pending	Number and street (or P.O. box if mail not delivered to street address) 420 Fifth Avenue 27th Floor	Room/suite	f. Telephone number 212-729-1855
	City or town, state or country and zip + 4 New York, NY 10018		g. Email adobbins@cckc-law.com

2. Certification - Two Signatures Required

We certify under penalties of perjury that we reviewed this report, including all attachments, and to the best of our knowledge and belief, they are true, correct and complete in accordance with the laws of the State of New York applicable to this report.

a. President or Authorized Officer	Signature	Printed Name	Title	Date
b. Chief Financial Officer or Treas.	Signature	Printed Name	Title	Date

Brian Mullaney, CEO *6/3/13*
Horst Fuchs *6/3/13*

3. Annual Report Exemption Information

a. Article 7-A annual report exemption (Article 7-A registrants and dual registrants)
Check <input checked="" type="checkbox"/> if total contributions from NY State (including residents, foundations, corporations, government agencies, etc.) did not exceed \$25,000 and the organization did not engage a professional fund raiser (PFR) or fund raising counsel (FRC) to solicit contributions during this fiscal year. NOTE: An organization may claim this exemption if no PFR or FRC was used and either: 1) it received an allocation from a federated fund, United Way or incorporated community appeal and contributions from other sources did not exceed \$25,000 or 2) it received all or substantially all of its contributions from one government agency to which it submitted an annual report similar to that required by Article 7-A.
b. EPTL annual report exemption (EPTL registrants and dual registrants)
Check <input checked="" type="checkbox"/> if gross receipts did not exceed \$25,000 and assets (market value) did not exceed \$25,000 at any time during this fiscal year.

For EPTL or Article 7-A registrants claiming the annual report exemption under the one law under which they are registered and for dual registrants claiming the annual report exemptions under both laws, simply complete part 1 (General Information), part 2 (Certification) and part 3 (Annual Report Exemption Information) above.
Please do not submit a fee, do not complete the following schedules and do not submit any attachments to this form.

4. Article 7-A Schedules

If you did not check the Article 7-A annual report exemption above, complete the following for this fiscal year:

a. Did the organization use a professional fund raiser, fund raising counsel or commercial co-venturer for fund raising activity in NY State? .. <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No * If "Yes", complete Schedule 4a.
b. Did the organization receive government contributions (grants)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No * If "Yes", complete Schedule 4b.

5. Fee Submitted: See last page for summary of fee requirements.

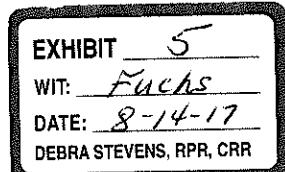
Indicate the filing fee(s) you are submitting along with this form:

a. Article 7-A filing fee	\$25	Submit only one check or money order for the
b. EPTL filing fee	\$1250	total fee, payable to "NYS Department of Law"
c. Total fee	\$275	

6. Attachments - For organizations that are not claiming annual report exemptions under both laws, see last page for required attachments

1 CHAR500 - 2012

WON-EX 0062



Schedule 4a: Professional Fund Raisers (PFR), Fund Raising Counsels (FRC), Commercial Co-Venturers (CCV)	
If you checked the box in question 4.a. on page 1, complete the following schedule for each PFR, FRC or CCV that the organization engaged for fund raising activity in NY State:	
1.	Type of fund raising professional (FRP): Professional fund raiser <input type="checkbox"/> Fund raising counsel <input checked="" type="checkbox"/> Commercial co-venturer <input type="checkbox"/>
2.	Name of FRP: NNE Marketing, LLC Number and street (or P.O. box if mail is not delivered to street address): 754 Massachusetts Avenue City or town, state or country and zip + 4: Arlington, MA 02476
3.	FRP telephone number:
4.	Services provided by FRP (provide description): The charity has retained NEE to consult on their direct marketing fund-raising efforts. The scope of work is covered in the agreement.
5.	Compensation arrangement with FRP (provide description): The client and NEE have agreed that the fees for the scope of work will be \$32,000 per month for the term of the contract. If creative development is needed for projects outside the scope of the agreement, it will be billed separately on a per package basis- ranging from \$500-\$4,500 per package.
6.	Dates of contract <u>02/01/2013</u> <small>(mm/dd/yyyy)</small> through <u>01/31/2014</u> <small>(mm/dd/yyyy)</small>
7.	Amount paid to FRP \$ <u>0</u>

Form CHAR500 (2004)

WON-EX 0063

Schedule 4a: Professional Fund Raisers (PFR), Fund Raising Counsels (FRC), Commercial Co-Venturers (CCV)	
If you checked the box in question 4.a. on page 1, complete the following schedule for each PFR, FRC or CCV that the organization engaged for fund raising activity in NY State:	
1. Type of fund raising professional (FRP):	
Professional fund raiser	<input type="checkbox"/>
Fund raising counsel	<input checked="" type="checkbox"/>
Commercial co-venturer	<input type="checkbox"/>
2. Name of FRP:	Paradysz, Inc.
Number and street (or P.O. box if mail is not delivered to street address):	
5 Hanover Square	
City or town, state or country and zip + 4:	
New York, New York 10004	
3. FRP telephone number:	(212) 381-6300
4. Services provided by FRP (provide description):	Recommend segmentation for outside rental lists, exchange and multi names. Forecast outside rental lists, exchange and multi names. Conduct list audits. Recommend test data for each of charity's campaigns. Warehouse and report performance data, rolled up at the list and campaign levels, based on information reported by charity. Additional scope of services are on the contract.
5. Compensation arrangement with FRP (provide description):	A service fee amounting to \$14 for outside list rentals, exchanges and multi names, based on the number of names shipped to the charity. A negotiation incentive whereby Paradysz will receive 35% of any net incremental reduction in list cost it obtains for the charity. Paradysz will provide client with 65% of savings it obtains.
6. Dates of contract	05/18/2012 through On-going (mm/dd/yyyy) (mm/dd/yyyy)
7. Amount paid to FRP	\$ 41,327.84
8. If services were provided by a CCV, did the CCV provide the charitable organization with the interim report(s) required by §§ 173-a. 3 of the Executive Law? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No	

Schedule 4b: Government Contributions (Grants)

If you checked the box in question 4.b. on page 1, complete the following schedule for each government contribution (grant). Use additional copies of this page if necessary to list each government contribution (grant) separately.

WonderWork, Inc.

FEIN: 27-4159217

Attachment referenced in question

List of Agreements with Professional Fundraisers, Professional Fundraising Counsel, and/or Commercial Co-Venturers

Paradysz, Inc.
5 Hanover Square
New York, New York 10004
Type: Consultant
Duration: May 18, 2012 to On-going

NNE Marketing, LLC
754 Massachusetts Avenue
Arlington, MA 02476
Type: Consultant
Duration: February 1, 2013 to January 31, 2014

WON-EX 0066

Form 990

Return of Organization Exempt From Income Tax

OMB No. 1646-0047

2011

Open to Public
InspectionDepartment of the Treasury
Internal Revenue ServiceUnder section 501(c), 527, or 4947(a)(1) of the Internal Revenue Code (except black lung
benefit trust or private foundation)

► The organization may have to use a copy of this return to satisfy state reporting requirements.

A For the 2011 calendar year, or tax year beginning 07/01/2011, and ending 06/30/2012

B Check if applicable: X Address change Initial return Terminated Amended return Application pending	C Name of organization WONDERWORK, INC. Doing Business As Number and street (or P.O. box if mail is not delivered to street address) 420 5TH AVENUE, 27TH FLOOR City or town, state or country, and ZIP + 4 NEW YORK, NY 10018 F Name and address of principal officer: BRIAN MULLANEY 420 FIFTH AVENUE, 27TH FLOOR NEW YORK, NY 10018	D Employer identification number 27-4159217
	E Telephone number (212) 729-1855	G Gross receipts \$ 9,214,668
	H(a) Is this a group return for affiliates? Yes <input checked="" type="checkbox"/> No <input type="checkbox"/>	H(b) Are all affiliates included? Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>
	If "No," attach a list. (see instructions)	
I Tax-exempt status: X 501(c)(3) 501(c)() (insert no.) 4947(a)(1) or 527	J Website: ► WWW.WONDERWORK.ORG	K Form of organization: X Corporation Trust Association Other ► L Year of formation: 2011 M State of legal domicile: DE

Part I Summary

1 Briefly describe the organization's mission or most significant activities: PROVIDE TREATMENT, SURGERY, AND RELATED ASSISTANCE TO CHILDREN AND ADULTS EVERYWHERE, INCLUDING THOSE IN DEVELOPING COUNTRIES, SUFFERING FROM DISEASE, ILLNESS, OR DISABILITY.		
2 Check this box ► <input type="checkbox"/> If the organization discontinued its operations or disposed of more than 25% of its net assets.		
3 Number of voting members of the governing body (Part VI, line 1a) 3 3.		
4 Number of independent voting members of the governing body (Part VI, line 1b) 4 2.		
5 Total number of individuals employed in calendar year 2011 (Part V, line 2a) 5 4.		
6 Total number of volunteers (estimate if necessary) 6 2.		
7a Total unrelated business revenue from Part VIII, column (C), line 12 7a 0		
b Net unrelated business taxable income from Form 990-T, line 3d 7b 0		
 Revenue	Prior Year	Current Year
8 Contributions and grants (Part VIII, line 1h) 50,767. 7,878,990.		
9 Program service revenue (Part VIII, line 2g) 0 1,333,667.		
10 Investment income (Part VIII, column (A), lines 3, 4, and 7d) 6. 2,011.		
11 Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e) 0 0		
12 Total revenue - add lines 8 through 11 (must equal Part VIII, column (A), line 12) 50,773. 9,214,668.		
 Expenses		
13 Grants and similar amounts paid (Part IX, column (A), lines 1-3) 0 769,800.		
14 Benefits paid to or for members (Part IX, column (A), line 4) 0 0		
15 Salaries, other compensation, employee benefits (Part IX, column (A), lines 5-10) 61,272. 1,240,919.		
16a Professional fundraising fees (Part IX, column (A), line 11e) 0 0		
b Total fundraising expenses (Part IX, column (D), line 25) ► 321,738.		
17 Other expenses (Part IX, column (A), lines 11a-11d, 11f-24e) 120,785. 702,540.		
18 Total expenses. Add lines 13-17 (must equal Part IX, column (A), line 25) 182,057. 2,733,259.		
19 Revenue less expenses. Subtract line 18 from line 12 -131,284. 6,481,409.		
 Net Assets or Fund Balances	Beginning of Current Year	End of Year
20 Total assets (Part X, line 16) 1,421. 7,038,498.		
21 Total liabilities (Part X, line 26) 132,705. 803,061.		
22 Net assets or fund balances. Subtract line 21 from line 20 -131,284. 6,235,437.		

Part II Signature Block

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than officer) is based on all information of which preparer has any knowledge.

Sign
HereSignature of officer: *Brian Mullaney* Co-founder President CEO
Type or print name and title

Print/Type preparer's name M. Hodgkins	Preparer's signature	Date 5/13/13	Check <input type="checkbox"/> if self-employed	PTIN P01420019
Firm's name ► KPMG LLP			Firm's EIN ► 13-5565207	
Firm's address ► 345 PARK AVENUE NEW YORK, NY 10154-0102			Phone no.	212-758-9700

May the IRS discuss this return with the preparer shown above? (see Instructions) X Yes No

For Paperwork Reduction Act Notice, see the separate instructions.

USA
1E10181.000

Form 990 (2011)

4099FL 2231 5/13/2013 12:25:36 PM V 11-6.5

2910316

PAGE 1

WON-EX 0067

Form 8868

(Rev. January 2012)

Department of the Treasury
Internal Revenue Service**Application for Extension of Time To File an
Exempt Organization Return**

OMB No. 1645-1708

► File a separate application for each return.

- If you are filing for an Automatic 3-Month Extension, complete only Part I and check this box ►
- If you are filing for an Additional (Not Automatic) 3-Month Extension, complete only Part II (on page 2 of this form).

Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868.

Electronic filing (e-file). You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time. You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions). For more details on the electronic filing of this form, visit www.irs.gov/efile and click on e-file for Charities & Nonprofits.

Part I Automatic 3-Month Extension of Time. Only submit original (no copies needed).

A corporation required to file Form 990-T and requesting an automatic 6-month extension—check this box and complete Part I only ►

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns.

Enter filer's identifying number, see Instructions

Type or print	Name of exempt organization or other filer, see Instructions. WonderWork, Inc.	Employer identification number (EIN) or <input type="checkbox"/> 27-4159217
File by the due date for filing your return, see Instructions.	Number, street, and room or suite no. if a P.O. box, see instructions. 420 5th Avenue 27th floor	Social security number (SSN) <input type="checkbox"/>
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. New York, NY 10018	

Enter the Return code for the return that this application is for (file a separate application for each return) 0 1

Application Is For	Return Code	Application Is For	Return Code
Form 990	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 990-EZ	01	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

► The books are in the care of ► Hans FuchsTelephone No. ► 212-729-1855 FAX No. ► 212-729-4541

- If the organization does not have an office or place of business in the United States, check this box ►
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) _____ . If this is for the whole group, check this box ► If it is part of the group, check this box ► and attach a list with the names and EINs of all members the extension is for.

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until Feb. 15, 20 13, to file the exempt organization return for the organization named above. The extension is for the organization's return for:

► calendar year 20 _____ or► tax year beginning July 1, 20 11, and ending June 30, 20 12.2 If the tax year entered in line 1 is for less than 12 months, check reason: Initial return Final return► Change in accounting period

- 3a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See Instructions.
- | | | |
|----|----|---|
| 3a | \$ | 0 |
|----|----|---|
- b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.
- | | | |
|----|----|---|
| 3b | \$ | 0 |
|----|----|---|
- c Balance due. Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See Instructions.
- | | | |
|----|----|---|
| 3c | \$ | 0 |
|----|----|---|

Caution. If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions.

For Privacy Act and Paperwork Reduction Act Notice, see Instructions.

Cat. No. 27916D

Form 8868 (Rev. 1-2012)

WON-EX 0068

- If you are filing for an Additional (Not Automatic) 3-Month Extension, complete only Part II and check this box
- Note. Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868.
- If you are filing for an Automatic 3-Month Extension, complete only Part I (on page 1).

Part II Additional (Not Automatic) 3-Month Extension of Time. Only file the original (no copies needed).

Type or print	Name of exempt organization or other filer, see instructions. WonderWork, Inc.	Enter filer's identifying number, see instructions Employer identification number (EIN) or 27-4159217
File by the due date for filing your return. See instructions.	Number, street, and room or suite no. if a P.O. box, see instructions. 420 5th Ave, 27th floor	Social security number (SSN) City, town or post office, state, and ZIP code. For a foreign address, see instructions. New York, NY 10018

Enter the Return code for the return that this application is for (file a separate application for each return) 1

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01	Form 1041-A	02
Form 990-BL	02	Form 1041-A	08
Form 4720 (Individual)	03	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(e) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.

- The books are in the care of Hana Fuchs
Telephone No. 212-729-1853 x 103 FAX No. 212-729-4541
- If the organization does not have an office or place of business in the United States, check this box
- If this is a Group Return, enter the organization's four digit Group Exemption Number (GEN) If this is for the whole group, check this box If it is for part of the group, check this box and attach a list with the names and EINs of all members the extension is for.

- I request an additional 3-month extension of time until May 15 20 13 .
- For calendar year or other tax year beginning July 1 20 11 , and ending June 30 20 12 .
- If the tax year entered in line 5 is for less than 12 months, check reason: Initial return Final return
 Change in accounting period
- State in detail why you need the extension Additional time is needed to prepare a complete and accurate form.

8a	If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	8a \$ <input type="checkbox"/>
b	If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868.	8b \$ <input type="checkbox"/>
c	Balance due. Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	8c \$ <input type="checkbox"/>

Signature and Verification must be completed for Part II only.

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form.

Signature *Hana Fuchs*

Title Chief Financial Officer

Date 2/6/13

Form 8868 (Rev. 1-2013)

WON-EX 0069

WONDERWORK, INC.

27-4159217

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Form 990 (2011)

Part III Statement of Program Service Accomplishments

Check if Schedule O contains a response to any question in this Part III

1 Briefly describe the organization's mission:

PROVIDE TREATMENT, SURGERY, AND RELATED ASSISTANCE TO CHILDREN AND ADULTS EVERYWHERE, INCLUDING THOSE IN DEVELOPING COUNTRIES, SUFFERING FROM DISEASE, ILLNESS, OR DISABILITY. FOR MORE INFORMATION, SEE SCHEDULE O.

- 2 Did the organization undertake any significant program services during the year which were not listed on the prior Form 990 or 990-EZ? Yes No
If "Yes," describe these new services on Schedule O.
- 3 Did the organization cease conducting, or make significant changes in how it conducts, any program services? Yes No
If "Yes," describe these changes on Schedule O.
- 4 Describe the organization's program service accomplishments for each of its three largest program services, as measured by expenses. Section 501(c)(3) and 501(c)(4) organizations and section 4947(a)(1) trusts are required to report the amount of grants and allocations to others, the total expenses, and revenue, if any, for each program service reported.

4a (Code: _____) (Expenses \$ 2,297,070, Including grants of \$ 789,500) (Revenue \$ 1,132,661)
WONDERWORK EMPOWERS AND PARTNERS WITH LOCAL SURGEONS, HOSPITALS, AND CHARITABLE ORGANIZATIONS ENGAGED IN THE DELIVERY OF LIFE-CHANGING SURGERY AND RELATED CARE BY PROVIDING TRAINING AND EDUCATION, FINANCIAL SUPPORT AND EQUIPMENT. WONDERWORK ALSO EDUCATES DOCTORS AND RAISES PUBLIC AWARENESS ON NEEDED SURGICAL CARE AND RELATED TREATMENT FOR UNDERSERVED POPULATIONS WITH DISABILITIES.

4b (Code: _____) (Expenses \$ _____ including grants of \$ _____) (Revenue \$ _____)

4c (Code: _____) (Expenses \$ _____ including grants of \$ _____) (Revenue \$ _____)

4d Other program services (Describe in Schedule O.)
 (Expenses \$ _____ including grants of \$ _____) (Revenue \$ _____)

4e Total program service expenses ► 2,297,070.

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Form 990 (2011)

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WON-EX 0070

Part IV Checklist of Required Schedules

	Yes	No
1	X	
2	X	
3		X
4		X
5		
6		X
7		X
8		X
9		X
10		
11		
a		
b		
c		
d		
e		
f		
12a		
b		
13		
14a		
b		
15		
16		
17		
18		
19		
20a		
b		

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WON-EX 0071

WONDERWORK, INC.

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Form 990 (2011)

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Part IV Checklist of Required Schedules (continued)

	Yes	No
21 Did the organization report more than \$5,000 of grants and other assistance to any government or organization in the United States on Part IX, column (A), line 1? If "Yes," complete Schedule I, Parts I and II.	21 X	
22 Did the organization report more than \$5,000 of grants and other assistance to individuals in the United States on Part IX, column (A), line 2? If "Yes," complete Schedule I, Parts I and III.	22 X	
23 Did the organization answer "Yes" to Part VII, Section A, line 3, 4, or 5 about compensation of the organization's current and former officers, directors, trustees, key employees, and highest compensated employees? If "Yes," complete Schedule J.	23 X	
24 a Did the organization have a tax-exempt bond issue with an outstanding principal amount of more than \$100,000 as of the last day of the year, that was issued after December 31, 2002? If "Yes," answer lines 24b through 24d and complete Schedule K. If "No," go to line 25.	24a	X
b Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception?	24b	
c Did the organization maintain an escrow account other than a refunding escrow at any time during the year to defease any tax-exempt bonds?	24c	
d Did the organization act as an "on behalf of" issuer for bonds outstanding at any time during the year?	24d	
25 a Section 501(c)(3) and 501(c)(4) organizations. Did the organization engage in an excess benefit transaction with a disqualified person during the year? If "Yes," complete Schedule L, Part I.	25a	X
b Is the organization aware that it engaged in an excess benefit transaction with a disqualified person in a prior year, and that the transaction has not been reported on any of the organization's prior Forms 990 or 990-EZ? If "Yes," complete Schedule L, Part I.	25b	X
26 Was a loan to or by a current or former officer, director, trustee, key employee, highly compensated employee, or disqualified person outstanding as of the end of the organization's tax year? If "Yes," complete Schedule L, Part II.	26	X
27 Did the organization provide a grant or other assistance to an officer, director, trustee, key employee, substantial contributor or employee thereof, a grant selection committee member, or to a 35% controlled entity or family member of any of these persons? If "Yes," complete Schedule L, Part III.	27	X
28 Was the organization a party to a business transaction with one of the following parties (see Schedule L, Part IV instructions for applicable filing thresholds, conditions, and exceptions):		
a A current or former officer, director, trustee, or key employee? If "Yes," complete Schedule L, Part IV.	28a	X
b A family member of a current or former officer, director, trustee, or key employee? If "Yes," complete Schedule L, Part IV.	28b	X
c An entity of which a current or former officer, director, trustee, or key employee (or a family member thereof) was an officer, director, trustee, or direct or indirect owner? If "Yes," complete Schedule L, Part IV.	28c	X
29 Did the organization receive more than \$25,000 in non-cash contributions? If "Yes," complete Schedule M.	29	X
30 Did the organization receive contributions of art, historical treasures, or other similar assets, or qualified conservation contributions? If "Yes," complete Schedule M.	30	X
31 Did the organization liquidate, terminate, or dissolve and cease operations? If "Yes," complete Schedule N, Part I.	31	X
32 Did the organization sell, exchange, dispose of, or transfer more than 25% of its net assets? If "Yes," complete Schedule N, Part II.	32	X
33 Did the organization own 100% of an entity disregarded as separate from the organization under Regulations sections 301.7701-2 and 301.7701-3? If "Yes," complete Schedule R, Part I.	33	X
34 Was the organization related to any tax-exempt or taxable entity? If "Yes," complete Schedule R, Parts II, III, IV, and V, line 1.	34	X
35 a Did the organization have a controlled entity within the meaning of section 512(b)(13)?	35a	X
b Did the organization receive any payment from or engage in any transaction with a controlled entity within the meaning of section 512(b)(13)? If "Yes," complete Schedule R, Part V, line 2.	35b	X
36 Section 501(c)(3) organizations. Did the organization make any transfers to an exempt non-charitable related organization? If "Yes," complete Schedule R, Part V, line 2.	36	X
37 Did the organization conduct more than 5% of its activities through an entity that is not a related organization and that is treated as a partnership for federal income tax purposes? If "Yes," complete Schedule R, Part VI.	37	X
38 Did the organization complete Schedule O and provide explanations in Schedule O for Part VI, lines 11 and 19? Note: All Form 990 filers are required to complete Schedule O.	38	X

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WON-EX 0072

Part V Statements Regarding Other IRS Filings and Tax Compliance
 Check if Schedule O contains a response to any question in this Part V.

	Yes	No
1a Enter the number reported in Box 3 of Form 1096. Enter -0- if not applicable	1a	10
b Enter the number of Forms W-2G included in line 1a. Enter -0- if not applicable	1b	0
c Did the organization comply with backup withholding rules for reportable payments to vendors and reportable gaming (gambling) winnings to prize winners?	1c	X
2a Enter the number of employees reported on Form W-3, Transmittal of Wage and Tax Statements, filed for the calendar year ending with or within the year covered by this return	2a	4
b If at least one is reported on line 2a, did the organization file all required federal employment tax returns? Note. If the sum of lines 1a and 2a is greater than 250, you may be required to e-file (see Instructions).	2b	X
3a Did the organization have unrelated business gross income of \$1,000 or more during the year?	3a	X
b If "Yes," has it filed a Form 990-T for this year? If "No," provide an explanation in Schedule O	3b	
4a At any time during the calendar year, did the organization have an interest in, or a signature or other authority over, a financial account in a foreign country (such as a bank account, securities account, or other financial account)?	4a	X
b If "Yes," enter the name of the foreign country: ► See instructions for filing requirements for Form TD F 90-22.1, Report of Foreign Bank and Financial Accounts.	4b	
5a Was the organization a party to a prohibited tax shelter transaction at any time during the tax year?	5a	X
b Did any taxable party notify the organization that it was or is a party to a prohibited tax shelter transaction?	5b	X
c If "Yes" to line 5a or 5b, did the organization file Form 8866-T?	5c	
6a Does the organization have annual gross receipts that are normally greater than \$100,000, and did the organization solicit any contributions that were not tax deductible?	6a	X
b If "Yes," did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible?	6b	
7 Organizations that may receive deductible contributions under section 170(c).	7a	X
a Did the organization receive a payment in excess of \$75 made partly as a contribution and partly for goods and services provided to the payor?	7b	
b If "Yes," did the organization notify the donor of the value of the goods or services provided?	7c	X
c Did the organization sell, exchange, or otherwise dispose of tangible personal property for which it was required to file Form 8282?	7d	
d If "Yes," indicate the number of Forms 8282 filed during the year	7e	
e Did the organization receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	7f	
f Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	7g	
g If the organization received a contribution of qualified intellectual property, did the organization file Form 8899 as required?	7h	
h If the organization received a contribution of cars, boats, airplanes, or other vehicles, did the organization file a Form 1098-C?	7i	
B Sponsoring organizations maintaining donor advised funds and section 509(a)(3) supporting organizations. Did the supporting organization, or a donor advised fund maintained by a sponsoring organization, have excess business holdings at any time during the year?	8	
9 Sponsoring organizations maintaining donor advised funds.	9a	
a Did the organization make any taxable distributions under section 4966?	9b	
b Did the organization make a distribution to a donor, donor advisor, or related person?	9c	
10 Section 501(c)(7) organizations. Enter:	10a	
a Initiation fees and capital contributions included on Part VIII, line 12	10b	
b Gross receipts, included on Form 990, Part VIII, line 12, for public use of club facilities	11a	
11 Section 501(c)(12) organizations. Enter:	11b	
a Gross income from members or shareholders	11c	
b Gross income from other sources (Do not net amounts due or paid to other sources against amounts due or received from them.)	12a	
12a Section 4947(a)(1) non-exempt charitable trusts. Is the organization filing Form 990 in lieu of Form 10417?	12b	
b If "Yes," enter the amount of tax-exempt interest received or accrued during the year	13a	
13 Section 501(c)(29) qualified nonprofit health insurance issuers.	13b	
a Is the organization licensed to issue qualified health plans in more than one state?	13c	
Note. See the Instructions for additional information the organization must report on Schedule O.	14a	X
b Enter the amount of reserves the organization is required to maintain by the states in which the organization is licensed to issue qualified health plans	14b	
c Enter the amount of reserves on hand	14c	
14a Did the organization receive any payments for indoor tanning services during the tax year?	14b	
b If "Yes," has it filed a Form 720 to report these payments? If "No," provide an explanation in Schedule O	14c	

Part VI Governance, Management, and Disclosure For each "Yes" response to lines 2 through 7b below, and for a "No" response to line 8a, 8b, or 10b below, describe the circumstances, processes, or changes in Schedule O. See instructions.

Check if Schedule O contains a response to any question in this Part VI. X

Section A. Governing Body and Management

		Yes	No
1a	Enter the number of voting members of the governing body at the end of the tax year. If there are material differences in voting rights among members of the governing body, or if the governing body delegated broad authority to an executive committee or similar committee, explain in Schedule O.	1a	3
1b	Enter the number of voting members included in line 1a, above, who are independent	1b	2
2	Did any officer, director, trustee, or key employee have a family relationship or a business relationship with any other officer, director, trustee, or key employee?	2	X
3	Did the organization delegate control over management duties customarily performed by or under the direct supervision of officers, directors, or trustees, or key employees to a management company or other person?	3	X
4	Did the organization make any significant changes to its governing documents since the prior Form 990 was filed?	4	X
5	Did the organization become aware during the year of a significant diversion of the organization's assets?	5	X
6	Did the organization have members or stockholders?	6	X
7a	Did the organization have members, stockholders, or other persons who had the power to elect or appoint one or more members of the governing body?	7a	X
b	Are any governance decisions of the organization reserved to (or subject to approval by) members, stockholders, or persons other than the governing body?	7b	X
8	Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following:		
a	The governing body?	8a	X
b	Each committee with authority to act on behalf of the governing body?	8b	X
9	Is there any officer, director, trustee, or key employee listed in Part VII, Section A, who cannot be reached at the organization's mailing address? If "Yes," provide the names and addresses in Schedule O.	9	X

Section B. Policies (This Section B requests information about policies not required by the Internal Revenue Code.)

		Yes	No
10a	Did the organization have local chapters, branches, or affiliates?	10a	X
b	If "Yes," did the organization have written policies and procedures governing the activities of such chapters, affiliates, and branches to ensure their operations are consistent with the organization's exempt purposes?	10b	
11a	Has the organization provided a complete copy of this Form 990 to all members of its governing body before filing the form?	11a	X
b	Describe in Schedule O the process, if any, used by the organization to review this Form 990.	11b	
12a	Did the organization have a written conflict of interest policy? If "No," go to line 13	12a	X
b	Were officers, directors, or trustees, and key employees required to disclose annually interests that could give rise to conflicts?	12b	X
c	Did the organization regularly and consistently monitor and enforce compliance with the policy? If "Yes," describe in Schedule O how this was done	12c	X
13	Did the organization have a written whistleblower policy?	13	X
14	Did the organization have a written document retention and destruction policy?	14	X
15	Did the process for determining compensation of the following persons include a review and approval by independent persons, comparability data, and contemporaneous substantiation of the deliberation and decision?		
a	The organization's CEO, Executive Director, or top management official	15a	X
b	Other officers or key employees of the organization	15b	X
c	If "Yes" to line 15a or 15b, describe the process in Schedule O (see instructions)		
16a	Did the organization invest in, contribute assets to, or participate in a joint venture or similar arrangement with a taxable entity during the year?	16a	X
b	If "Yes," did the organization follow a written policy or procedure requiring the organization to evaluate its participation in joint venture arrangements under applicable federal tax law, and take steps to safeguard the organization's exempt status with respect to such arrangements?	16b	

Section C. Disclosure

- 17 List the states with which a copy of this Form 990 is required to be filed ► ATTACHMENT I
- 18 Section 6104 requires an organization to make its Forms 1023 (or 1024 if applicable), 990, and 990-T (Section 501(c)(3)s only) available for public inspection. Indicate how you made these available. Check all that apply.
 Own website Another's website Upon request
- 19 Describe in Schedule O whether (and if so, how) the organization made its governing documents, conflict of interest policy, and financial statements available to the public during the tax year.
- 20 State the name, physical address, and telephone number of the person who possesses the books and records of the organization: ► WON-EX 0074, 420 E 72nd AVENUE, 27TH FLOOR, NEW YORK, NY 10021 212-729-1855

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Form 990 (2011)

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WON-EX 0074

Part VII Compensation of Officers, Directors, Trustees, Key Employees, Highest Compensated Employees, and Independent Contractors
 Check if Schedule O contains a response to any question in this Part VII
Section A Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees

1a Complete this table for all persons required to be listed. Report compensation for the calendar year ending with or within the organization's tax year.

- List all of the organization's current officers, directors, trustees (whether individuals or organizations), regardless of amount of compensation. Enter -0- in columns (D), (E), and (F) if no compensation was paid.
- List all of the organization's current key employees, if any. See instructions for definition of "key employee."
- List the organization's five current highest compensated employees (other than an officer, director, trustee, or key employee) who received reportable compensation (Box 5 of Form W-2 and/or Box 7 of Form 1099-MISC) of more than \$100,000 from the organization and any related organizations.
- List all of the organization's former officers, key employees, and highest compensated employees who received more than \$100,000 of reportable compensation from the organization and any related organizations.
- List all of the organization's former directors or trustees that received, in the capacity as a former director or trustee of the organization, more than \$10,000 of reportable compensation from the organization and any related organizations.

List persons in the following order: individual trustees or directors; institutional trustees; officers; key employees; highest compensated employees; and former such persons.

 Check this box if neither the organization nor any related organization compensated any current officer, director, or trustee.

(A) Name and Title	(B) Average hours per week (describe hours for related organizations in Schedule O)	(C) Position (do not check more than one box, unless person is both an officer and a director/investor)					(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		<input type="checkbox"/> Director	<input type="checkbox"/> Institutional trustee	<input type="checkbox"/> Officer	<input type="checkbox"/> Executive key employee	<input type="checkbox"/> Non-executive key employee	<input type="checkbox"/> Highest compensated employee	<input type="checkbox"/> Former	
(1) BRIAN MULLANEY CO-FOUNDER, PRESIDENT AND CEO	40.00	X		X			275,000.	0	9,845.
(2) THEODORE DYSART SECRETARY/TREASURER	1.00	X					0	0	0
(3) RAVI KANT DIRECTOR	1.00	X					0	0	0
(4) HANA FUCHS CFO	40.00		X				154,500.	0	1,652.
(5)									
(6)									
(7)									
(8)									
(9)									
(10)									
(11)									
(12)									
(13)									
(14)									

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Form 990 (2011)

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WON-EX 0075

Part VIII Statement of Revenue

		(A) Total revenue	(B) Related or exempt function revenue	(C) Unrelated business revenue	(D) Revenue excluded from tax under sections 512, 513, or 514
Contributions, Gifts, Grants and Other Similar Amounts	1a Federated campaigns	1a			
	1b Membership dues	1b			
	1c Fundraising events	1c			
	1d Related organizations	1d			
	1e Government grants (contributions)	1e			
	f All other contributions, gifts, grants, and similar amounts not included above	1f	7,878,390		
	g Noncash contributions included in lines 1a-1f	g			
	h Total, Add lines 1a-1f	h	7,878,390		
Program Service Revenue		Business Code			
	2a PROGRAMMATIC ASSISTANCE	541900	1,333,667	1,333,667	
	b				
	c				
	d				
	e				
	f All other program service revenue				
	g Total, Add lines 2a-2f	g	1,333,667		
	3 Investment Income (including dividends, interest, and other similar amounts)		1,314		1,314
	4 Income from investment of tax-exempt bond proceeds		0		
	5 Royalties	(I) Real (II) Personal			
	6a Gross rents				
	b Less: rental expenses				
	c Rental income or (loss)				
	d Net rental income or (loss)		0		
	7a Gross amount from sales of assets other than inventory	(I) Securities (II) Other			
	b Less: cost or other basis and sales expenses				
	c Gain or (loss)	697			
	d Net gain or (loss)		697		697
	8a Gross income from fundraising events (not including \$ of contributions reported on line 1c). See Part IV, line 18				
	b Less: direct expenses	a			
	c Net income or (loss) from fundraising events	b	0		
	9a Gross income from gaming activities. See Part IV, line 19	a			
	b Less: direct expenses	b			
	c Net income or (loss) from gaming activities		0		
	10a Gross sales of inventory, less returns and allowances	a			
	b Less: cost of goods sold	b			
	c Net income or (loss) from sales of inventory		0		
	Miscellaneous Revenue	Business Code			
	11a				
	b				
	c				
	d All other revenue				
	e Total, Add lines 11a-11d	e	0		
	12 Total revenue. See Instructions	12	9,214,668	1,333,667	2,011

Form 990 (2011)

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WON-EX 0077

Part IX Statement of Functional Expenses

Section 501(c)(3) and 501(c)(4) organizations must complete all columns. All other organizations must complete column (A) but are not required to complete columns (B), (C), and (D).

Check if Schedule O contains a response to any question in this Part IX

	(A) Total expenses	(B) Program service expenses	(C) Management and general expenses	(D) Fundraising expenses
1 Grants and other assistance to governments and organizations in the United States. See Part IV, line 21.	789,800.	789,800.		
2 Grants and other assistance to individuals in the United States. See Part IV, line 22.	0			
3 Grants and other assistance to governments, organizations, and individuals outside the United States. See Part IV, lines 15 and 16.	0			
4 Benefits paid to or for members.	0			
5 Compensation of current officers, directors, trustees, and key employees.	889,729.	806,249.	64,587.	18,893.
6 Compensation not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(f)(3)(B).	0			
7 Other salaries and wages.	252,433.	133,165.	18,462.	100,806.
8 Pension plan accruals and contributions (include section 401(k) and 403(b) employer contributions).	0			
9 Other employee benefits.	32,630.	26,837.	2,373.	3,420.
10 Payroll taxes.	66,127.	54,389.	4,808.	6,930.
11 Fees for services (non-employees):				
a Management.	0			
b Legal.	21,988.	18,085.	1,599.	2,304.
c Accounting.	2,160.	1,777.	157.	226.
d Lobbying.	0			
e Professional fundraising services. See Part IV, line 17.	0			
f Investment management fees.	0			
g Other.	168,783.	154,820.	5,719.	8,244.
12 Advertising and promotion.	0			
13 Office expenses.	241,778.	73,141.	5,694.	162,943.
14 Information technology.	5,449.	4,482.	396.	571.
15 Royalties.	0			
16 Occupancy.	128,267.	105,498.	9,327.	13,442.
17 Travel.	130,815.	126,113.	1,089.	3,613.
18 Payments of travel or entertainment expenses for any federal, state, or local public officials.	0			
19 Conferences, conventions, and meetings.	0			
20 Interest.	0			
21 Payments to affiliates.	0			
22 Depreciation, depletion, and amortization.	3,300.	2,714.	240.	346.
23 Insurance.	0			
24 Other expenses. Itemize expenses not covered above (List miscellaneous expenses in line 24e. If line 24e amount exceeds 10% of line 25, column (A) amount, list line 24e expenses on Schedule O.)				
a				
b				
c				
d				
e All other expenses.				
25 Total functional expenses. Add lines 1 through 24e.	2,733,259.	2,297,070.	114,451.	321,738.
26 Joint costs. Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation. Check here <input type="checkbox"/> if following SOP 98-2 (ASC 958-720).	0			

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Form 990 (2011)

WONDERWORK, INC.

27-4159217

Form 990 (2011)

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Part X Balance Sheet

		(A) Beginning of year	(B) End of year
Assets	1 Cash - non-interest-bearing	765. 1	7,124.
	2 Savings and temporary cash investments	656. 2	811,118.
	3 Pledges and grants receivable, net	0. 3	769,451.
	4 Accounts receivable, net	0. 4	0
	5 Receivables from current and former officers, directors, trustees, key employees, and highest compensated employees. Complete Part II of Schedule L	0. 5	0
	6 Receivables from other disqualified persons (as defined under section 4958(f)(1)), persons described in section 4958(c)(3)(B), and contributing employers and sponsoring organizations of section 501(c)(9) voluntary employees' beneficiary organizations (see instructions)	0. 6	0
	7 Notes and loans receivable, net	0. 7	0
	8 Inventories for sale or use	0. 8	0
	9 Prepaid expenses and deferred charges	0. 9	45,625.
	10a Land, buildings, and equipment: cost or other basis. Complete Part VI of Schedule D	16,904.	
	b Less: accumulated depreciation	3,300.	0. 10c 13,604.
	11 Investments - publicly traded securities	0. 11	5,391,576.
	12 Investments - other securities. See Part IV, line 11	0. 12	0
	13 Investments - program-related. See Part IV, line 11	0. 13	0
	14 Intangible assets	0. 14	0
	15 Other assets. See Part IV, line 11	0. 15	0
	16 Total assets. Add lines 1 through 15 (must equal line 34)	1,421. 16	7,038,498.
Liabilities	17 Accounts payable and accrued expenses	6,705. 17	70,061.
	18 Grants payable	0. 18	733,000.
	19 Deferred revenue	0. 19	0
	20 Tax-exempt bond liabilities	0. 20	0
	21 Escrow or custodial account liability. Complete Part IV of Schedule D	0. 21	0
	22 Payables to current and former officers, directors, trustees, key employees, highest compensated employees, and disqualified persons. Complete Part II of Schedule L	126,000. 22	0
	23 Secured mortgages and notes payable to unrelated third parties	0. 23	0
	24 Unsecured notes and loans payable to unrelated third parties	0. 24	0
	25 Other liabilities (including federal income tax, payables to related third parties, and other liabilities not included on lines 17-24). Complete Part X of Schedule D	0. 25	0
	26 Total liabilities. Add lines 17 through 25	132,705. 26	803,061.
Net Assets or Fund Balances	Organizations that follow SFAS 117, check here ► <input checked="" type="checkbox"/> and complete lines 27 through 29, and lines 33 and 34.		
	27 Unrestricted net assets	-131,284. 27	5,465,750.
	28 Temporarily restricted net assets	0. 28	769,687.
	29 Permanently restricted net assets	0. 29	0
	Organizations that do not follow SFAS 117, check here ► <input type="checkbox"/> and complete lines 30 through 34.		
	30 Capital stock or trust principal, or current funds	30	
	31 Paid-in or capital surplus, or land, building, or equipment fund	31	
	32 Retained earnings, endowment, accumulated income, or other funds	32	
	33 Total net assets or fund balances	-131,284. 33	6,235,437.
	34 Total liabilities and net assets/fund balances	1,421. 34	7,038,498.

Form 990 (2011)

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Form 990 (2011)

Part XI Reconciliation of Net AssetsCheck if Schedule O contains a response to any question in this Part XI

1 Total revenue (must equal Part VIII, column (A), line 12)	1 9,214,668.
2 Total expenses (must equal Part IX, column (A), line 25)	2 2,733,259.
3 Revenue less expenses. Subtract line 2 from line 1	3 6,481,409.
4 Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	4 -131,284.
5 Other changes in net assets or fund balances (explain in Schedule O)	5 -114,688.
6 Net assets or fund balances at end of year. Combine lines 3, 4, and 5 (must equal Part X, line 33, column (B))	6 6,235,437.

Part XII Financial Statements and ReportingCheck if Schedule O contains a response to any question in this Part XII

	Yes	No
1 Accounting method used to prepare the Form 990: <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other _____ If the organization changed its method of accounting from a prior year or checked "Other," explain in Schedule O.		
2a Were the organization's financial statements compiled or reviewed by an independent accountant?	2a <input type="checkbox"/>	x
b Were the organization's financial statements audited by an independent accountant?	2b x	
c If "Yes" to line 2a or 2b, does the organization have a committee that assumes responsibility for oversight of the audit, review, or compilation of its financial statements and selection of an independent accountant? If the organization changed either its oversight process or selection process during the tax year, explain in Schedule O.	2c x	
d If "Yes" to line 2a or 2b, check a box below to indicate whether the financial statements for the year were issued on a separate basis, consolidated basis, or both: <input checked="" type="checkbox"/> Separate basis <input type="checkbox"/> Consolidated basis <input type="checkbox"/> Both consolidated and separate basis		
3a As a result of a federal award, was the organization required to undergo an audit or audits as set forth in the Single Audit Act and OMB Circular A-133?	3a <input type="checkbox"/>	x
b If "Yes," did the organization undergo the required audit or audits? If the organization did not undergo the required audit or audits, explain why in Schedule O and describe any steps taken to undergo such audits	3b <input type="checkbox"/>	

Form 990 (2011)

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SCHEDULE A
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Public Charity Status and Public Support

Complete if the organization is a section 501(c)(3) organization or a section 4947(a)(1) nonexempt charitable trust.

► Attach to Form 990 or Form 990-EZ. ► See separate instructions.

OMB No. 1545-0047

2011

Open to Public
Inspection

Name of the organization

WONDERWORK, INC.

Employer identification number

27-4159217

Part I Reason for Public Charity Status (All organizations must complete this part.) See Instructions.

The organization is not a private foundation because it is: (For lines 1 through 11, check only one box.)

- 1 A church, convention of churches, or association of churches described in section 170(b)(1)(A)(i).
- 2 A school described in section 170(b)(1)(A)(ii). (Attach Schedule E.)
- 3 A hospital or a cooperative hospital service organization described in section 170(b)(1)(A)(iii).
- 4 A medical research organization operated in conjunction with a hospital described in section 170(b)(1)(A)(iii). Enter the hospital's name, city, and state: _____
- 5 An organization operated for the benefit of a college or university owned or operated by a governmental unit described in section 170(b)(1)(A)(iv). (Complete Part II.)
- 6 A federal, state, or local government or governmental unit described in section 170(b)(1)(A)(v).
- 7 An organization that normally receives a substantial part of its support from a governmental unit or from the general public described in section 170(b)(1)(A)(vi). (Complete Part II.)
- 8 A community trust described in section 170(b)(1)(A)(vi). (Complete Part II.)
- 9 An organization that normally receives: (1) more than 33 1/3% of its support from contributions, membership fees, and gross receipts from activities related to its exempt functions - subject to certain exceptions, and (2) no more than 33 1/3% of its support from gross investment income and unrelated business taxable income (less section 511 tax) from businesses acquired by the organization after June 30, 1976. See section 509(a)(2). (Complete Part II.)
- 10 An organization organized and operated exclusively to test for public safety. See section 509(a)(4).
- 11 An organization organized and operated exclusively for the benefit of, to perform the functions of, or to carry out the purposes of one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2). See section 509(a)(3). Check the box that describes the type of supporting organization and complete lines 11e through 11h.
 - a Type I
 - b Type II
 - c Type III - Functionally integrated
 - d Type III - Other

e By checking this box, I certify that the organization is not controlled directly or indirectly by one or more disqualified persons other than foundation managers and other than one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2).

f If the organization received a written determination from the IRS that it is a Type I, Type II, or Type III supporting organization, check this box. _____

g Since August 17, 2006, has the organization accepted any gift or contribution from any of the following persons?

- (I) A person who directly or indirectly controls, either alone or together with persons described in (II) and (III) below, the governing body of the supported organization? _____
- (II) A family member of a person described in (I) above? _____
- (III) A 35% controlled entity of a person described in (I) or (II) above? _____

Yes	No
11g(i)	
11g(j)	
11g(k)	

h Provide the following information about the supported organization(s).

(i) Name of supported organization	(ii) EIN	(iii) Type of organization (described on lines 1-8 above or IRC section (see Instructions))	(iv) Is the organization in col. (i) listed in your governing documents?		(v) Did you notify the organization in col. (i) of your support?		(vi) Is the organization in col. (i) organized in the U.S.?		(vii) Amount of support	
			Yes	No	Yes	No	Yes	No	Yes	No
(A)										
(B)										
(C)										
(D)										
(E)										

Total:

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Schedule A (Form 990 or 990-EZ) 2011

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WON-EX 0081

Schedule A (Form 990 or 990-EZ) 2011

Part II Support Schedule for Organizations Described in Sections 170(b)(1)(A)(iv) and 170(b)(1)(A)(vi)
 (Complete only if you checked the box on line 5, 7, or 8 of Part I or if the organization failed to qualify under Part III. If the organization fails to qualify under the tests listed below, please complete Part III.)

Section A. Public Support

Calendar year (or fiscal year beginning in) ►	(a) 2007	(b) 2008	(c) 2009	(d) 2010	(e) 2011	(f) Total
1 Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants.")				50,767	7,878,990	7,923,757
2 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
3 The value of services or facilities furnished by a governmental unit to the organization without charge						
4 Total. Add lines 1 through 3				50,767	7,878,990	7,923,757
5 The portion of total contributions by each person (other than a governmental unit or publicly supported organization) included on line 1 that exceeds 2% of the amount shown on line 11, column (f),						6,524,134
6 Public support. Subtract line 5 from line 4.						1,405,623

Section B. Total Support

Calendar year (or fiscal year beginning in) ►	(a) 2007	(b) 2008	(c) 2009	(d) 2010	(e) 2011	(f) Total
7 Amounts from line 4				50,767	7,878,990	7,923,757
8 Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources					6	1,315
9 Net income from unrelated business activities, whether or not the business is regularly carried on						
10 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV).						
11 Total support. Add lines 7 through 10						7,933,672
12 Gross receipts from related activities, etc. (see Instructions)					12	3,333,657
13 First five years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and stop here ► [X]						

Section C. Computation of Public Support Percentage

14 Public support percentage for 2011 (line 6, column (f) divided by line 11, column (f))	14	%
15 Public support percentage from 2010 Schedule A, Part II, line 14	15	%
16a 33 1/3% support test - 2011. If the organization did not check the box on line 13, and line 14 is 33 1/3% or more, check this box and stop here. The organization qualifies as a publicly supported organization ► []		
b 33 1/3% support test - 2010. If the organization did not check a box on line 13 or 16a, and line 15 is 33 1/3% or more, check this box and stop here. The organization qualifies as a publicly supported organization ► []		
17a 10%-facts-and-circumstances test - 2011. If the organization did not check a box on line 13, 16a, or 16b, and line 14 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and stop here. Explain in Part IV how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization ► []		
b 10%-facts-and-circumstances test - 2010. If the organization did not check a box on line 13, 16a, 16b, or 17a, and line 15 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and stop here. Explain in Part IV how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization ► []		
18 Private foundation. If the organization did not check a box on line 13, 16a, 16b, 17a, or 17b, check this box and see instructions ► []		

Schedule A (Form 990 or 990-EZ) 2011

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WONDERNORK, INC.

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Schedule A (Form 990 or 990-EZ) 2011

Part III Support Schedule for Organizations Described in Section 509(a)(2)(Complete only if you checked the box on line 9 of Part I or if the organization failed to qualify under Part II.
If the organization fails to qualify under the tests listed below, please complete Part II.)**Section A. Public Support**

Calendar year (or fiscal year beginning in) ►	(a) 2007	(b) 2008	(c) 2009	(d) 2010	(e) 2011	(f) Total
1 Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants.")						
2 Gross receipts from admissions, merchandise sold or services performed, or facilities furnished in any activity that is related to the organization's tax-exempt purpose						
3 Gross receipts from activities that are not an unrelated trade or business under section 513						
4 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
5 The value of services or facilities furnished by a governmental unit to the organization without charge						
6 Total. Add lines 1 through 5						
7a Amounts included on lines 1, 2, and 3 received from disqualified persons						
b Amounts included on lines 2 and 3 received from other than disqualified persons that exceed the greater of \$5,000 or 1% of the amount on line 13 for the year						
c Add lines 7a and 7b.						
8 Public support. (Subtract line 7c from line 6.)						

Section B. Total Support

Calendar year (or fiscal year beginning in) ►	(a) 2007	(b) 2008	(c) 2009	(d) 2010	(e) 2011	(f) Total
9 Amounts from line 6.						
10a Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources						
b Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975						
c Add lines 10a and 10b						
11 Net income from unrelated business activities not included in line 10b, whether or not the business is regularly carried on						
12 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV.)						
13 Total support. (Add lines 9, 10c, 11, and 12.)						
14 First five years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and stop here ► <input type="checkbox"/>						

Section C. Computation of Public Support Percentage

15 Public support percentage for 2011 (line 8, column (f) divided by line 13, column (f))	15	%
16 Public support percentage from 2010 Schedule A, Part III, line 15	15	%

Section D. Computation of Investment Income Percentage

17 Investment income percentage for 2011 (line 10c, column (f) divided by line 13, column (f))	17	%
18 Investment income percentage from 2010 Schedule A, Part III, line 17	18	%
19a 33 1/3% support tests - 2011. If the organization did not check the box on line 14, and line 15 is more than 33 1/3%, and line 17 is not more than 33 1/3%, check this box and stop here. The organization qualifies as a publicly supported organization ► <input type="checkbox"/>		
b 33 1/3% support tests - 2010. If the organization did not check a box on line 14 or line 19a, and line 15 is more than 33 1/3%, and line 18 is not more than 33 1/3%, check this box and stop here. The organization qualifies as a publicly supported organization ► <input type="checkbox"/>		
20 Private foundation. If the organization did not check a box on line 14, 19a, or 19b, check this box and see instructions ► <input type="checkbox"/>		

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Schedule A (Form 990 or 990-EZ) 2011

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WONDERWORK, INC.

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Schedule A (Form 890 or 890-EZ) 2011

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Part IV Supplemental Information. Complete this part to provide the explanations required by Part II, line 10; Part II, line 17a or 17b; and Part III, line 12. Also complete this part for any additional information. (See Instructions).

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Schedule A (Form 890 or 890-EZ) 2011

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WON-EX 0084

**SCHEDULE D
(Form 990)****Supplemental Financial Statements**

OMB No. 1545-0047

2011Open to Public
InspectionDepartment of the Treasury
Internal Revenue Service

Name of the organization

WONDERWORK, INC.

► Complete if the organization answered "Yes," to Form 990,
Part IV, lines 6, 7, 8, 9, 10, 11a, 11b, 11c, 11d, 11e, 11f, 12a, or 12b.
► Attach to Form 990. ► See separate instructions.

Employer identification number
27-4159217**Part II Organizations Maintaining Donor Advised Funds or Other Similar Funds or Accounts.** Complete if the organization answered "Yes" to Form 990, Part IV, line 6.

	(a) Donor advised funds	(b) Funds and other accounts
1 Total number at end of year		
2 Aggregate contributions to (during year)		
3 Aggregate grants from (during year)		
4 Aggregate value at end of year		
5 Did the organization inform all donors and donor advisors in writing that the assets held in donor advised funds are the organization's property, subject to the organization's exclusive legal control?	<input type="checkbox"/>	Yes <input type="checkbox"/> No
6 Did the organization inform all grantees, donors, and donor advisors in writing that grant funds can be used only for charitable purposes and not for the benefit of the donor or donor advisor, or for any other purpose conferring impermissible private benefit?	<input type="checkbox"/>	Yes <input type="checkbox"/> No

Part III Conservation Easements. Complete if the organization answered "Yes" to Form 990, Part IV, line 7.

1 Purpose(s) of conservation easements held by the organization (check all that apply).	
<input type="checkbox"/> Preservation of land for public use (e.g., recreation or education)	<input type="checkbox"/> Preservation of an historically important land area
<input type="checkbox"/> Protection of natural habitat	<input type="checkbox"/> Preservation of a certified historic structure
<input type="checkbox"/> Preservation of open space	
2 Complete lines 2a through 2d if the organization held a qualified conservation contribution in the form of a conservation easement on the last day of the tax year.	
a Total number of conservation easements	
b Total acreage restricted by conservation easements	
c Number of conservation easements on a certified historic structure included in (a)	
d Number of conservation easements included in (c) acquired after 8/17/06, and not on a historic structure listed in the National Register	
3 Number of conservation easements modified, transferred, released, extinguished, or terminated by the organization during the tax year ►	
4 Number of states where property subject to conservation easement is located ►	
5 Does the organization have a written policy regarding the periodic monitoring, inspection, handling of violations, and enforcement of the conservation easements it holds?	<input type="checkbox"/> Yes <input type="checkbox"/> No
6 Staff and volunteer hours devoted to monitoring, inspecting, and enforcing conservation easements during the year ►	
7 Amount of expenses incurred in monitoring, inspecting, and enforcing conservation easements during the year ► \$	
8 Does each conservation easement reported on line 2(d) above satisfy the requirements of section 170(h)(4)(B) and section 170(h)(4)(B)(ii)?	<input type="checkbox"/> Yes <input type="checkbox"/> No
9 In Part XIV, describe how the organization reports conservation easements in its revenue and expense statement, and balance sheet, and include, if applicable, the text of the footnote to the organization's financial statements that describes the organization's accounting for conservation easements.	

Part III Organizations Maintaining Collections of Art, Historical Treasures, or Other Similar Assets.
Complete if the organization answered "Yes" to Form 990, Part IV, line 8.

1a If the organization elected, as permitted under SFAS 116 (ASC 958), not to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide, in Part XIV, the text of the footnote to its financial statements that describes these items.	
b If the organization elected, as permitted under SFAS 116 (ASC 958), to report its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide the following amounts relating to these items:	
(i) Revenues included in Form 990, Part VIII, line 1	► \$
(ii) Assets included in Form 990, Part X	► \$
2 If the organization received or held works of art, historical treasures, or other similar assets for financial gain, provide the following amounts required to be reported under SFAS 116 (ASC 958) relating to these items:	
a Revenues included in Form 990, Part VIII, line 1	► \$
b Assets included in Form 990, Part X	► \$

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Schedule D (Form 990) 2011

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WONDERWORK, INC.

27-4159219

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Schedule D (Form 990) 2011

Part III Organizations Maintaining Collections of Art, Historical Treasures, or Other Similar Assets (continued)

- 3 Using the organization's acquisition, accession, and other records, check any of the following that are a significant use of its collection items (check all that apply):

a <input type="checkbox"/>	Public exhibition	d <input type="checkbox"/>	Loan or exchange programs
b <input type="checkbox"/>	Scholarly research	e <input type="checkbox"/>	Other _____
c <input type="checkbox"/>	Preservation for future generations		

- 4 Provide a description of the organization's collections and explain how they further the organization's exempt purpose in Part XIV.

- 5 During the year, did the organization solicit or receive donations of art, historical treasures, or other similar assets to be sold to raise funds rather than to be maintained as part of the organization's collection? Yes No

Part IV Escrow and Custodial Arrangements. Complete if the organization answered "Yes" to Form 990, Part IV, line 9, or reported an amount on Form 990, Part X, line 21.

- 1a Is the organization an agent, trustee, custodian or other intermediary for contributions or other assets not included on Form 990, Part X? Yes No

b If "Yes," explain the arrangement in Part XIV and complete the following table:

		Amount
1c		
1d		
1e		
1f		

- 2a Did the organization include an amount on Form 990, Part X, line 21? Yes No

b If "Yes," explain the arrangement in Part XIV.

Part V Endowment Funds. Complete if the organization answered "Yes" to Form 990, Part IV, line 10.

	(a) Current year	(b) Prior year	(c) Two years back	(d) Three years back	(e) Four years back
1a Beginning of year balance					
b Contributions					
c Net investment earnings, gains, and losses.					
d Grants or scholarships					
e Other expenditures for facilities and programs					
f Administrative expenses					
g End of year balance					

- 2 Provide the estimated percentage of the current year end balance (line 1g, column (a)) held as:

a Board designated or quasi-endowment ► %

b Permanent endowment ► %

c Temporarily restricted endowment ► %

The percentages in lines 2a, 2b, and 2c should equal 100%.

- 3a Are there endowment funds not in the possession of the organization that are held and administered for the organization by:

(i) unrelated organizations

(ii) related organizations

b If "Yes" to 3a(ii), are the related organizations listed as required on Schedule R?

4 Describe in Part XIV the intended uses of the organization's endowment funds.

Part VI Land, Buildings, and Equipment. See Form 990, Part X, line 10.

Description of property	(a) Cost or other basis (Investment)	(b) Cost or other basis (other)	(c) Accumulated depreciation	(d) Book value
1a Land				
b Buildings				
c Leasehold improvements				
d Equipment		16,904	3,300	13,604
e Other				

Total. Add lines 1a through 1e. (Column (d) must equal Form 990, Part X, column (B), line 10(c).) ► 13,604.

Schedule D (Form 990) 2011

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WONDERWORK, INC.

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Schedule D (Form 990) 2011

Part VII Investments - Other Securities. See Form 990, Part X, line 12.

(a) Description of security or category (including name of security)	(b) Book value	(c) Method of valuation: Cost or end-of-year market value
(1) Financial derivatives		
(2) Closely-held equity interests		
(3) Other		
(A)		
(B)		
(C)		
(D)		
(E)		
(F)		
(G)		
(H)		
(I)		

Total. (Column (b) must equal Form 990, Part X, col. (B) line 12.) ►

Part VIII Investments - Program Related. See Form 990, Part X, line 13.

(a) Description of investment type	(b) Book value	(c) Method of valuation: Cost or end-of-year market value
(1)		
(2)		
(3)		
(4)		
(5)		
(6)		
(7)		
(8)		
(9)		
(10)		

Total. (Column (b) must equal Form 990, Part X, col. (B) line 13.) ►

Part IX Other Assets. See Form 990, Part X, line 15.

(a) Description	(b) Book value
(1)	
(2)	
(3)	
(4)	
(5)	
(6)	
(7)	
(8)	
(9)	
(10)	

Total. (Column (b) must equal Form 990, Part X, col. (B) line 15.) ►

Part X Other Liabilities. See Form 990, Part X, line 25.

1. (a) Description of liability	(b) Book value
(1) Federal income taxes	
(2)	
(3)	
(4)	
(5)	
(6)	
(7)	
(8)	
(9)	
(10)	
(11)	

Total. (Column (b) must equal Form 990, Part X, col. (B) line 25.) ►

2. FIN 48 (ASC 740) Footnote. In Part XIV, provide the text of the footnote to the organization's financial statements that reports the organization's liability for uncertain tax positions under FIN 48 (ASC 740).

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Schedule D (Form 990) 2011

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WON-EX 0087

WONDERWORK, INC.

27-4159217

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Schedule D (Form 990) 2011

Part XI Reconciliation of Change in Net Assets from Form 990 to Audited Financial Statements

1 Total revenue (Form 990, Part VIII, column (A), line 12)	1	9,214,668
2 Total expenses (Form 990, Part IX, column (A), line 25)	2	2,733,259
3 Excess or (deficit) for the year. Subtract line 2 from line 1	3	6,481,409
4 Net unrealized gains (losses) on investments	4	-114,687
5 Donated services and use of facilities	5	
6 Investment expenses	6	
7 Prior period adjustments	7	
8 Other (Describe in Part XIV.)	8	
9 Total adjustments (net). Add lines 4 through 8	9	-114,687
10 Excess or (deficit) for the year per audited financial statements. Combine lines 3 and 9	10	6,366,722

Part XII Reconciliation of Revenue per Audited Financial Statements With Revenue per Return

1 Total revenue, gains, and other support per audited financial statements	1	9,099,981
2 Amounts included on line 1 but not on Form 990, Part VIII, line 12:		
a Net unrealized gains on investments	2a	-114,687
b Donated services and use of facilities	2b	
c Recoveries of prior year grants	2c	
d Other (Describe in Part XIV.)	2d	
e Add lines 2a through 2d	2e	-114,687
3 Subtract line 2e from line 1	3	9,214,668
4 Amounts included on Form 990, Part VIII, line 12, but not on line 1:		
a Investment expenses not included on Form 990, Part VIII, line 7b	4a	
b Other (Describe in Part XIV.)	4b	
c Add lines 4a and 4b	4c	
5 Total revenue. Add lines 3 and 4c. (This must equal Form 990, Part I, line 12.)	5	9,214,668

Part XIII Reconciliation of Expenses per Audited Financial Statements With Expenses per Return

1 Total expenses and losses per audited financial statements	1	2,733,259
2 Amounts included on line 1 but not on Form 990, Part IX, line 25:		
a Donated services and use of facilities	2a	
b Prior year adjustments	2b	
c Other losses	2c	
d Other (Describe in Part XIV.)	2d	
e Add lines 2a through 2d	2e	
3 Subtract line 2e from line 1	3	2,733,259
4 Amounts included on Form 990, Part IX, line 25, but not on line 1:		
a Investment expenses not included on Form 990, Part VIII, line 7b	4a	
b Other (Describe in Part XIV.)	4b	
c Add lines 4a and 4b	4c	
5 Total expenses. Add lines 3 and 4c. (This must equal Form 990, Part I, line 16.)	5	2,733,259

Part XIV Supplemental Information

Complete this part to provide the descriptions required for Part II, lines 3, 6, and 9; Part III, lines 1a and 4; Part IV, lines 1b and 2b; Part V, line 4; Part X, line 2; Part XI, line 8; Part XII, lines 2d and 4b; and Part XIII, lines 2d and 4b. Also complete this part to provide any additional information.

SEE PAGE 5

Schedule D (Form 990) 2011

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WON-EX 0088

UNCERTAIN TAX POSITIONS

FORM 990, SCHEDULE D, PART X, LINE 2

WONDERWORK RECOGNIZES THE EFFECT OF INCOME TAX POSITIONS ONLY IF THOSE POSITIONS ARE MORE LIKELY THAN NOT OF BEING SUSTAINED. INCOME GENERATED FROM ACTIVITIES UNRELATED TO WONDERWORK'S EXEMPT PURPOSE IS SUBJECT TO TAX UNDER INTERNAL REVENUE CODE SECTION 511. WONDERWORK UTILIZES A THRESHOLD OF MORE-LIKELY-THAN-NOT FOR RECOGNITION AND DERECOGNITION OF TAX POSITIONS TAKEN OR EXPECTED TO BE TAKEN IN A TAX RETURN. WONDERWORK DID NOT RECOGNIZE ANY UNRELATED BUSINESS INCOME FOR TAX LIABILITY FOR THE YEAR ENDED JUNE 30, 2012.

SCHEDULE I
(Form 990)

**Grants and Other Assistance to Organizations,
Governments, and Individuals in the United States**

Complete if the organization answered "Yes" to Form 990, Part IV, line 21 or 22.

► Attach to Form 990.

Name of the organization

WONDERWORK, INC.

Internal Revenue Service

Circ No. 1845-0047

2011

Open to Public
Inspection

Employer identification number

27-4159217

Part I General Information on Grants and Assistance

- 1 Does the organization maintain records to substantiate the amount of the grants or assistance, the grantees' eligibility for the grants or assistance, and the selection criteria used to award the grants or assistance?
- 2 Describe in Part IV the organization's procedures for monitoring the use of grant funds in the United States.

Part II Grants and Other Assistance to Governments and Organizations in the United States

Complete if no one recipient received more than \$5,000.
Part II can be duplicated if additional space is needed

(a) Name and address of organization or government	(b) EIN	(c) Recipient if applicable	(d) Amount of each grant	(f) Description of non-cash assistance	
				(e) Name of non- cash assistance	(g) Purpose of grant or assistance
(1) WON-EX, SEE 20. MESS, 36TH STREET, NEW YORK, NY 10013-8005	27-3267754	SD LCL (3)	78,459.		FUND HIRACZ SURGERY - BUSINESS
(2)					
(3)					
(4)					
(5)					
(6)					
(7)					
(8)					
(9)					
(10)					
(11)					
(12)					

- 2 Enter total number of section 501(c)(3) and government organizations listed in the line 1 table
- 3 Enter total number of other organizations listed in the line 1 table

For Paperwork Reduction Act Notice, see the Instructions for Form 990.

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►-----1.-
Schedule I (Form 990) (2011)

PAGE 32

WON-EX 0090

WONDERWORK, INC.

Schedule I (Form 990) (2011)

Part III Grants and Other Assistance to Individuals in the United States. Complete if the organization answered "Yes" on Form 990, Part IV, line 22.

Part III can be duplicated if additional space is needed.

(e) Type of grant or assistance	(b) Number of recipients	(c) Amount of cash grant	(d) Amount of non-cash assistance	(e) Method of valuation (see Form 990 instructions)	(f) Description of non-cash assistance
1					
2					
3					
4					
5					
6					
7					

Part IV Supplemental Information. Complete this part to provide the information required in Part I, line 2, and any other additional information.

GRANT ELIGIBILITY

FORM 990, SCHEDULE I, PART I, LINE 2

THE ORGANIZATION HAS A SPECIFIC METHODOLOGY FOR SELECTING PROGRAM GRANTEES, WHICH INCLUDES EXTENSIVE RESEARCH INTO A POTENTIAL GRANTEE'S MISSION AND PROGRAMS. THE SELECTION PROCESS ALSO INCLUDES OBTAINING THIRD PARTY REFERENCES ABOUT THE GRANTEE'S HISTORY AND CROSS REFERENCING WITH THE US DEPARTMENT OF THE TREASURY AND THE TERRORISM AND FINANCIAL INTELLIGENCE OFFICE.

WON-EX 0091

Schedule I (Form 990) (2011)

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SCHEDULE J
(Form 990)

Compensation Information

For certain Officers, Directors, Trustees, Key Employees, and Highest

Compensated Employees

► Complete if the organization answered "Yes" to Form 990,

Part IV, line 23.

► Attach to Form 990. ► See separate instructions.

OMB No. 1545-0047

2011

Open to Public
Inspection

Department of the Treasury
Internal Revenue Service

Name of the organization
WONDERWORK, INC.

Employer identification number
27-4159217

Part I Questions Regarding Compensation

- 1a Check the appropriate box(es) if the organization provided any of the following to or for a person listed in Form 990, Part VII, Section A, line 1a. Complete Part III to provide any relevant information regarding these items.

<input type="checkbox"/> First-class or charter travel	<input type="checkbox"/> Housing allowance or residence for personal use
<input type="checkbox"/> Travel for companions	<input type="checkbox"/> Payments for business use of personal residence
<input type="checkbox"/> Tax indemnification and gross-up payments	<input type="checkbox"/> Health or social club dues or initiation fees
<input type="checkbox"/> Discretionary spending account	<input type="checkbox"/> Personal services (e.g., maid, chauffeur, chef)

- b If any of the boxes on line 1a are checked, did the organization follow a written policy regarding payment or reimbursement or provision of all of the expenses described above? If "No," complete Part III to explain

- 2 Did the organization require substantiation prior to reimbursing or allowing expenses incurred by all officers, directors, trustees, and the CEO/Executive Director, regarding the items checked in line 1a?

- 3 Indicate which, if any, of the following the filing organization used to establish the compensation of the organization's CEO/Executive Director. Check all that apply. Do not check any boxes for methods used by a related organization to establish compensation of the CEO/Executive Director. Explain in Part III.

<input checked="" type="checkbox"/> Compensation committee	<input type="checkbox"/> Written employment contract
<input type="checkbox"/> Independent compensation consultant	<input type="checkbox"/> Compensation survey or study
<input type="checkbox"/> Form 990 of other organizations	<input checked="" type="checkbox"/> Approval by the board or compensation committee

- 4 During the year, did any person listed in Form 990, Part VII, Section A, line 1a, with respect to the filing organization or a related organization:

- a Receive a severance payment or change-of-control payment?
b Participate in, or receive payment from, a supplemental nonqualified retirement plan?
c Participate in, or receive payment from, an equity-based compensation arrangement?

If "Yes" to any of lines 4a-c, list the persons and provide the applicable amounts for each item in Part III.

Only section 501(c)(3) and 501(c)(4) organizations must complete lines 5-9.

- 5 For persons listed in Form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the revenues of:

- a The organization?
b Any related organization?

If "Yes" to line 5a or 5b, describe in Part III.

- 6 For persons listed in Form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the net earnings of:

- a The organization?
b Any related organization?

If "Yes" to line 6a or 6b, describe in Part III.

- 7 For persons listed in Form 990, Part VII, Section A, line 1a, did the organization provide any non-fixed payments not described in lines 5 and 6? If "Yes," describe in Part III

- 8 Were any amounts reported in Form 990, Part VII, paid or accrued pursuant to a contract that was subject to the initial contract exception described in Regulations section 53.4958-4(e)(3)? If "Yes," describe in Part III

- 9 If "Yes" to line 8, did the organization also follow the rebuttable presumption procedure described in Regulations section 53.4958-6(c)?

For Paperwork Reduction Act Notice, see the Instructions for Form 990.

Schedule J (Form 990) 2011

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WON-EX 0092

WONDERWORK, INC.

27-4159217

Schedule J (Form 990) 2011

Part II. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees. Use duplicate copies if additional space is needed.

For each individual whose compensation must be reported in Schedule J, report compensation from the organization on row (j) and from related organizations, described in the instructions, on row (ii). Do not list any individuals that are not listed on Form 990, Part VII. Note: The sum of columns (B)-(iii) for each listed individual must equal the total amount of Form 990, Part VII, Section A, line 1a, applicable column (D) and (E) amounts for that individual.

[A] Name	[B] Salaries of key employees and other compensated individuals			[C] Retirement and other defined contribution	[D] Non taxable benefits	[E] Total of columns (B)-(C)-(D)	[F] Compensation reported as expense in Prior Form 990
	[i] Base compensation	[ii] Bonus & incentive compensation	[iii] Other reportable compensation				
1. BRIAN MULANEY	\$ 275,000			\$ 0	\$ 9,845	\$ 284,845	\$ 0
2. HANNA FUCHS	\$ 154,500			\$ 0	\$ 1,652	\$ 156,152	\$ 0
3.	\$ 0			\$ 0	\$ 0	\$ 0	
4.	\$ 0			\$ 0	\$ 0	\$ 0	
5.	\$ 0			\$ 0	\$ 0	\$ 0	
6.	\$ 0			\$ 0	\$ 0	\$ 0	
7.	\$ 0			\$ 0	\$ 0	\$ 0	
8.	\$ 0			\$ 0	\$ 0	\$ 0	
9.	\$ 0			\$ 0	\$ 0	\$ 0	
10.	\$ 0			\$ 0	\$ 0	\$ 0	
11.	\$ 0			\$ 0	\$ 0	\$ 0	
12.	\$ 0			\$ 0	\$ 0	\$ 0	
13.	\$ 0			\$ 0	\$ 0	\$ 0	
14.	\$ 0			\$ 0	\$ 0	\$ 0	
15.	\$ 0			\$ 0	\$ 0	\$ 0	
16.	\$ 0			\$ 0	\$ 0	\$ 0	

Schedule J (Form 990) 2011

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WON-EX 0093

WONDERNORK, INC.

Schedule J (Form 990) 2011

Part II Supplemental Information

Part II Complete this part to provide the information, explanation, or descriptions required for Part I, lines 1a, 1b, 3, 4a, 4b, 4c, 5a, 5b, 6a, 6b, 7, and 8, and for Part II. Also complete this part for any additional information.

27-4159217

Page 3

Schedule J (Form 990) 2011

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WON-EX 0094

SCHEDULE O
(Form 990 or 990-EZ)

Supplemental Information to Form 990 or 990-EZ.

OMB No. 1545-0047

2011

Open to Public
Inspection

Department of the Treasury
Internal Revenue Service

Name of the organization
WONDERWORK, INC.

Complete to provide information for responses to specific questions on
Form 990 or 990-EZ or to provide any additional information.
► Attach to Form 990 or 990-EZ.

Employer identification number
27-4159217

ORGANIZATION'S MISSION

FORM 990, PART III, LINE 1

WONDERWORK IS A NOT-FOR-PROFIT ORGANIZATION WHICH WAS FOUNDED TO PROVIDE TREATMENT, SURGERY, AND RELATED ASSISTANCE TO CHILDREN AND ADULTS IN UNDERSERVED REGIONS OF THE WORLD. WONDERWORK PROVIDES LIFE-CHANGING SUPPORT FOR ILLNESS, DISEASE, AND DISABILITY INCLUDING BUT NOT LIMITED TO, BLINDNESS, CLUBFOOT, BURN CARE, HYDROCEPHALUS, AND PEDIATRIC CARDIAC SURGERY. WONDERWORK SUPPORTS OTHER MEDICAL INSTITUTIONS AND CHARITABLE ORGANIZATIONS ENGAGED IN THE PROVISION OF THESE SERVICES; AS WELL AS, PROVIDES EDUCATION TO DOCTORS AND THE PUBLIC ON NEEDED TREATMENTS AND SURGICAL TECHNIQUES.

SIGNIFICANT PROGRAM SERVICE ACTIVITIES

FORM 990, PART III, LINE 2

THE ORGANIZATION WAS INCORPORATED IN AND FILED AN INITIAL RETURN IN FISCAL YEAR 2011. DURING FISCAL YEAR 2012, WONDERWORK, INC. RECEIVED SIGNIFICANT SUPPORT FROM DONORS AND INCREASED OPERATIONS TO SUPPORT ITS FIVE MAIN SERVICE AREAS - BLINDNESS, CLUBFOOT, BURN CARE, HYDROCEPHALUS, AND PEDIATRIC CARDIAC SURGERY. THE ORGANIZATION PLANS TO SEE CONTINUED GROWTH IN FISCAL YEAR 2013.

SIGNIFICANT CHANGE TO GOVERNING DOCUMENTS

FORM 990, PART VI, LINE 4

IN APRIL 2012, THE ORGANIZATION AMENDED ITS ARTICLES OF INCORPORATION AND

Schedule O (Form 990 or 990-EZ) 2011

Page 2

Name of the organization
WONDERWORK, INC.

Employer identification number
27-4159217

BYLAWS TO CHANGE IT'S NAME FROM SURGERY FOR THE POOR, INC. TO WONDERWORK,
INC.

FORM 990 REVIEW

FORM 990, PART VI, LINE 11B

THE FORM 990 WAS PREPARED BY AN INTERNATIONAL ACCOUNTING FIRM AND THE FINANCE DEPARTMENT. A COPY OF THE FORM 990 WAS REVIEWED BY THE CHAIR OF THE AUDIT COMMITTEE OF THE BOARD OF DIRECTORS AND WAS DISTRIBUTED TO ALL BOARD MEMBERS BEFORE FILING WITH THE IRS.

CONFLICT OF INTEREST POLICY

FORM 990, PART VI, LINE 12

EACH OFFICER, DIRECTOR AND KEY EMPLOYEE OF THE ORGANIZATION IS REQUIRED TO DISCLOSE ANY CONFLICTS OF INTEREST THAT ARISE THROUGH EMPLOYMENT, BOARD SERVICE OR POSITION IN THE ORGANIZATION. THE ORGANIZATION MONITORS COMPLIANCE WITH ITS CONFLICT OF INTEREST POLICY THROUGH ANNUAL COMPLETION OF THE QUESTIONNAIRE AND DISCLOSURE STATEMENT THAT IS DISTRIBUTED TO THESE INDIVIDUALS.

ALSO, NEW EMPLOYEES JOINING THE ORGANIZATION ARE REQUIRED TO COMPLETE THE QUESTIONNAIRE. POTENTIAL CONFLICTS OF INTEREST ARE INVESTIGATED IMMEDIATELY, AND A PERSON WHO HAS A CONFLICT OF INTEREST SHALL NOT PARTICIPATE IN DISCUSSIONS ON ANY MATTER RELATED TO THE CONFLICT.

COMPLETED QUESTIONNAIRES ARE AVAILABLE FOR INSPECTION BY ANY BOARD MEMBER AND MAY BE REVIEWED BY THE ORGANIZATION'S LEGAL COUNSEL. THE FINANCE

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Schedule O (Form 990 or 990-EZ) 2011

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WON-EX 0096

Name of the organization WONDERWORK, INC.	Employer identification number 27-4159217
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DEPARTMENT MONITORS NEW CONTRACTS AND INVOICE PAYMENTS TO MAKE SURE THAT THE POLICY IS FOLLOWED.

PROCESS FOR DETERMINING COMPENSATION

FORM 990, PART VI, LINE 15

AN INDEPENDENT COMPENSATION COMMITTEE HAS BEEN ESTABLISHED BY THE BOARD OF DIRECTORS TO SECURE DATA FROM AND ABOUT COMPARABLE NONPROFIT ORGANIZATIONS IN OUR AREA TO BENCHMARK PAY. THE COMMITTEE WAS ESTABLISHED TO FURTHER COLLECT OTHER PUBLISHED SURVEY DATA, WHEN APPROPRIATE, OF FOR-PROFIT ORGANIZATIONS FOR SPECIFIC FUNCTIONAL COMPETENCIES SUCH AS FINANCE AND HUMAN RESOURCES. TOGETHER WITH THIS DATA FROM THE COMPARABLE LOCAL ORGANIZATIONS, DATA FROM THESE MARKET SEGMENTS ARE USED TO FORM A "MARKET COMPOSITE" TO ASSESS THE COMPETITIVENESS, FAIRNESS AND APPROPRIATENESS OF COMPENSATION PAID BY WONDERWORK TO ITS EXECUTIVES AND OTHER EMPLOYEES.

WONDERWORK'S COMPENSATION STRATEGY AND IMPLEMENTATION IS ADMINISTERED BY THIS COMPENSATION COMMITTEE, WHICH WILL REPORT ITS FINDINGS TO THE BOARD OF DIRECTORS. THE BOARD, THROUGH THIS COMMITTEE, IS RESPONSIBLE FOR ESTABLISHING AND MAINTAINING A COMPETITIVE COMPENSATION PROGRAM FOR THE ORGANIZATION AND COORDINATING AN ANNUAL REVIEW BY AN INDEPENDENT REVIEWER (OR AN INTERNAL DETERMINATION) TO EVALUATE THE ORGANIZATION'S EXECUTIVE COMPENSATION AGAINST THE COMPETITIVE MARKET. FOLLOWING THE REVIEW OF THIS EVALUATION, THE BOARD APPROVES, FOR SELECTED KEY EXECUTIVES, BASE SALARIES AND ANNUAL INCENTIVE OPPORTUNITY ADJUSTMENTS (IF ANY), AND OBJECTIVES AND GOALS FOR THE UPCOMING YEAR.

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Schedule O (Form 990 or 990-EZ) 2011

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Schedule O (Form 990 or 990-EZ) 2011

Page 2

Name of the organization
WONDERWORK, INC.

Employer identification number
27-4159217

COMPENSATION REVIEWS ARE CONTEMPORANEOUSLY DOCUMENTED IN BOARD AND
COMMITTEE MINUTES.

DOCUMENT DISCLOSURE

FORM 990, PART VI, LINE 19

THE ORGANIZATION MAKES THE FORM 990 AVAILABLE TO THE PUBLIC BY RETAINING
A COPY AT ITS HEADQUARTERS IN NEW YORK CITY. THE FORM 990 IS ALSO
PUBLISHED ON THE INTERNET ON THE ORGANIZATION'S WEBSITE. THE
ORGANIZATION'S FINANCIAL STATEMENTS ARE ALSO AVAILABLE ON THE WEBSITE
(WWW.WONDERWORK.ORG).

THE ORGANIZATION'S GOVERNING DOCUMENTS AND CONFLICT OF INTEREST POLICY
ARE AVAILABLE UPON REQUEST.

OTHER CHANGES IN NET ASSETS

FORM 990, PART XI, LINE 5

\$(114,687) UNREALIZED LOSSES

(1) PRIOR PERIOD ADJUSTMENT

\$(114,688)

ATTACHMENT 1

FORM 990, PART VI, LINE 17 - STATES

AL, AK, AZ, AR, CA, CO, CT,
DC, FL, GA, HI, IL, KS, KY, ME, MD, MA, MI,
MN, MS, NH, NJ, NM, NY, NC, ND, OH, OK, OR, PA,
RI, SC, TN, UT, VA, WA, WV, WI,

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Schedule O (Form 990 or 990-EZ) 2011

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WON-EX 0098

State of Delaware
Secretary of State
Division of Corporations
Delivered 10:00 AM 04/18/2012
FILED 10:00 AM 04/18/2012
SRV 120446397 - 4949958 FILE

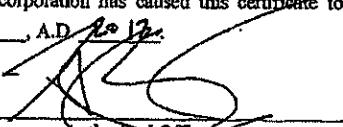
STATE OF DELAWARE
CERTIFICATE OF AMENDMENT
(A CORPORATION WITHOUT CAPITAL STOCK)

The corporation, Surgery for the Poor, Inc., organized and existing under the laws of the State of Delaware, hereby certifies as follows:

(1) That at a meeting a vote of the members of the governing body was taken for and against the amendment to the Certificate of Incorporation, said Amendment being as follows: ~~see attached amended Article First amending the purpose of the corporation.~~

(2) That said amendment was duly adopted in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, said corporation has caused this certificate to be signed this 13 day of April, A.D. 2012.

By: 

Authorized Officer

Name: BRIAN MULANEY
Print or Type

WON-EX 0099

**Articles of Amendment
Articles of Incorporation
Surgery for the Poor, Inc.
p.2**

Articles First and Third of the Articles of Incorporation are hereby amended as follows:

FIRST: The name of the Corporation is WonderWork, Inc.

THIRD: The Corporation shall be operated exclusively for charitable and educational purposes within the meaning of 501(c)(3) of the Internal Revenue Code of 1986, as now in effect or as may hereafter be amended ("the Code"). The purposes for which the Corporation is formed are to provide treatment, surgery, and related assistance to children and adults everywhere, including those in developing countries, suffering from disease, illness, or disability, including but not necessarily limited to blindness, club foot, hydrocephalus, pediatric cardiac surgery, and burns; and to further support medical institutions and other charitable organizations engaged in the provision of these services; as well as to educate doctors and the public on potential treatments and surgical techniques, and creating general awareness of these disabilities and available treatments.

The Corporation shall be a nonprofit corporation and may engage in all lawful activities for which nonprofit corporations may be organized under the General Corporation Law of Delaware and shall further be authorized to engage in other charitable and educational activities consistent with an organization exempt from Federal Income Taxation under §501(c)(3) of the Internal Revenue Code, including provision of assistance and funds to other § 501(c)(3) organizations.

In furtherance thereof, the Corporation may receive property by gift, devise or bequest, invest or reinvest the same, and apply the income and principal thereof, as the Board of Directors may from time to time determine, either directly or through contributions to any charitable organization or organizations, exclusively for charitable and educational purposes, and engage in any lawful act or activity for which corporations may be organized under the Delaware General Corporation Law.

PAGE 1



State of Delaware

SECRETARY OF STATE
DIVISION OF CORPORATIONS
P.O. BOX 888
DOVER, DELAWARE 19903

120448397

9241684
COPILEVITZ & CANTER, LLC.
310 N. 20TH STREET
STE 300
KANSAS CITY MO 64108
ATTN: DIANE STINE

04-26-2012

DESCRIPTION	AMOUNT
WONDERWORK, INC.	
4949958 0240 Amendment; Domestic	
Receiving/Indexing	115.00
Data Entry Fee	5.00
Court Municipality Fee, Wilm.	20.00
Surcharge Assessment-New Castle	6.00
Page Assessment-New Castle Count	27.00
FILING TOTAL	173.00
TOTAL PAYMENTS	253.00
CHARGED TO ACCOUNT	80.00CR

WON-EX 0101



WONDERWORK, INC.

Financial Statements

June 30, 2012

(With Independent Auditors' Report Thereon)

WON-EX 0102



KPMG LLP
345 Park Avenue
New York, NY 10164-0102

Independent Auditors' Report

The Board of Directors
WonderWork, Inc.:

We have audited the accompanying balance sheet of WonderWork, Inc. (WonderWork) as of June 30, 2012, and the related statements of activities, functional expenses, and cash flows for the year then ended. These financial statements are the responsibility of WonderWork's management. Our responsibility is to express an opinion on these financial statements based on our audit.

We conducted our audit in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes consideration of internal control over financial reporting as a basis for designing audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the organization's internal control over financial reporting. Accordingly, we express no such opinion. An audit also includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of WonderWork, Inc. as of June 30, 2012, and the changes in its net assets and its cash flows for the year then ended in conformity with U.S. generally accepted accounting principles.

KPMG LLP

April 15, 2013

KPMG LLP is a Delaware limited liability partnership,
the U.S. member firm of KPMG International Cooperative
(“KPMG International”), a Swiss entity.

WON-EX 0103

WONDERWORK, INC.

Balance Sheet

June 30, 2012

Assets	
Cash and cash equivalents	\$ 818,242
Contributions receivable (note 3)	769,451
Prepaid expenses and other assets	45,625
Investments (note 4)	5,391,576
Property and equipment, net	13,604
Total assets	\$ 7,038,498
Liabilities and Net Assets	
Liabilities:	
Accounts payable and accrued expenses	\$ 70,061
Grants and other amounts payable to to Help Me See (note 7)	733,000
Total liabilities	803,061
Commitments (note 5)	
Net assets:	
Unrestricted	5,465,750
Temporarily restricted (note 6)	769,687
Total net assets	6,235,437
Total liabilities and net assets	\$ 7,038,498

See accompanying notes to financial statements.

WONDERWORK, INC.
Statement of Activities
Year ended June 30, 2012

Change in unrestricted net assets:	
Contributions and revenues:	
Contributions	\$ 7,109,303
Service fees (note 7)	1,333,667
Investment loss	(112,676)
Total contributions and revenues	<u>8,330,294</u>
Expenses:	
Program- surgical treatments	2,297,070
Management and general	114,451
Fundraising	321,738
Total expenses	<u>2,733,259</u>
Increase in unrestricted net assets	<u>5,597,035</u>
Change in temporarily restricted net assets:	
Contributions	<u>769,687</u>
Increase in temporarily restricted net assets	<u>769,687</u>
Increase in net assets	6,366,722
Net assets (deficit) at beginning of year	(131,285)
Net assets at end of year	<u>\$ 6,235,437</u>

See accompanying notes to financial statements.

WONDERWORK, INC.
Statement of Functional Expenses
Year ended June 30, 2012

	Supporting services				Total
	Program services	Management and general	Fund-raising	Subtotal	
Grants	\$ 789,800	—	—	—	789,800
Salaries and related expenses	1,020,640	90,230	130,049	220,279	1,240,919
Professional and consulting fees	179,164	7,871	11,345	19,216	198,380
Occupancy	105,498	9,327	13,442	22,769	128,267
Office supplies and services	64,420	5,694	8,208	13,902	78,322
Printing, publications and postage	8,721	—	154,735	154,735	163,456
Depreciation	2,714	240	346	586	3,300
Travel and other miscellaneous	126,113	1,089	3,613	4,702	130,815
Total expenses	<u>\$ 2,297,070</u>	<u>114,451</u>	<u>321,738</u>	<u>436,189</u>	<u>2,733,259</u>

See accompanying notes to the financial statements.

WONDERWORK, INC.

Statement of Cash Flows

Year ended June 30, 2012

Cash flows from operating activities:	
Change in net assets	\$ 6,366,722
Adjustments to reconcile change in net assets to net cash provided by operating activities:	
Depreciation and amortization	3,300
Net realized and unrealized loss on investments	112,676
Changes in operating assets and liabilities:	
Contributions receivables	(769,451)
Prepaid expenses and other assets	(45,625)
Accounts payable and accrued expenses	63,355
Grants and other amounts payable to Help Me See	733,000
Net cash provided by operating activities	<u>6,463,977</u>
Cash flows from investing activities:	
Purchases of investments	(5,504,252)
Purchases of property and equipment	(16,904)
Net cash used in investing activities	<u>(5,521,156)</u>
Cash flows from financing activities:	
Loans from officer	205,000
Repayments of officer loans	(331,000)
Net cash used in financing activities	<u>(126,000)</u>
Net increase in cash and cash equivalents	816,821
Cash and cash equivalents, beginning of year	1,421
Cash and cash equivalents, end of year	<u>\$ 818,242</u>

See accompanying notes to financial statements.

WONDERWORK, INC.

Notes to Financial Statements

June 30, 2012

(1) Description of Organization

WonderWork, Inc. (the Organization or WonderWork) is a not-for-profit organization which was incorporated in 2011 to provide treatment, surgery, and related assistance to children and adults everywhere, including those in developing countries suffering from disease, illness, or disability, including, but not necessarily limited to, blindness, club foot, hydrocephalus, pediatric cardiac surgery, and burns; and to further support medical institutions and other charitable organizations engaged in the provision of these services; as well as to educate doctors and the public on potential treatments and surgical techniques, and creating general awareness of these disabilities and available treatments. Since the Organization was recently formed, many activities consisted of start-up related costs for the year ended June 30, 2012. In 2012, WonderWork changes its name from Surgery for the Poor, Inc. to WonderWork, Inc.

(2) Summary of Significant Accounting Policies

(a) Basis of Presentation

The Organization's financial statements have been prepared on the accrual basis of accounting in accordance with U.S. generally accepted accounting principles. Net assets and the changes therein are classified and reported as follows:

Unrestricted – Net assets that are not subject to donor-imposed restrictions.

Temporarily Restricted – Net assets subject to donor-imposed restrictions that will be met by actions of the Organization and/or the passage of time.

Revenues are reported as increases in unrestricted net assets unless their use is limited by explicit donor-imposed restrictions or by law. Expenses are reported as decreases in net assets.

(b) Fair Value

Fair value is defined as the exchange price that would be received for an asset or paid to transfer a liability (an exit price) in the principal or most advantageous market for the asset or liability in an orderly transaction between market participants on the measurement date. The three levels of the fair value hierarchy are as follows:

- Level 1 inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities that a reporting entity has the ability to access at the measurement date.
- Level 2 inputs are inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly or indirectly.
- Level 3 inputs are unobservable inputs for the asset or liability.

WONDERWORK, INC.
Notes to Financial Statements
June 30, 2012

(c) Accounting Estimates

The preparation of the financial statements in conformity with U.S. generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosures of contingencies at the date of the financial statements and revenues and expenses recognized during the reporting period. Significant estimates made in the preparation of the financial statements include the net realizable value of contributions and functional expense allocations. Actual results could differ from those estimates.

(d) Cash and Cash Equivalents

The Organization considers all highly liquid instruments with an original maturity of three months or less to be cash equivalents. The Organization maintains cash and cash equivalents in major financial institutions. Cash held by a financial institution that exceeds the Federal Deposit Insurance Corporation (FDIC) limits exposes the Organization to a concentration of credit risk.

(e) Investments

Investments are reported at fair value based upon quoted market prices.

(f) Contributions

Contributions, including unconditional promises to give (pledges), are recognized as revenue upon receipt and are considered to be unrestricted unless they are received with donor stipulations that limit their use through either purpose or time restrictions. Contributions with donor stipulations that limit their use are considered to be temporarily restricted until the donor restrictions expire, that is, when a time restriction ends or purpose restriction is fulfilled. Upon the expiration of donor stipulations, temporarily restricted net assets are reclassified to unrestricted net assets and reported in the accompanying statement of activities as net assets released from restrictions. Contributions expected to be received after one year are discounted at a risk-adjusted rate of return.

(g) Loans from Officer

The Organization received several start-up interest free loans from an officer of WonderWork. These loans were repaid in 2012.

(h) Property and Equipment

Property and equipment are stated at cost less accumulated depreciation and amortization. Depreciation is computed on the straight-line basis over the estimated useful lives of the assets ranging from 3 to 5 years. Leasehold improvements are amortized on a straight-line basis over the lesser of their useful lives or the term of the lease.

WONDERWORK, INC.

Notes to Financial Statements

June 30, 2012

(2) Income Taxes

WonderWork recognizes the effect of income tax positions only if those positions are more likely than not of being sustained. Income generated from activities unrelated to the WonderWork's exempt purpose is subject to tax under Internal Revenue Code Section 511. WonderWork utilizes a threshold of more-likely-than-not for recognition and derecognition of tax positions taken or expected to be taken in a tax return. WonderWork did not recognize any unrelated business income tax liability for the year ended June 30, 2012.

(3) Contributions and Contributions Receivable

Contributions receivable are scheduled to be collected as follows at June 30, 2012:

Amount due in one year or less	\$ 200,000
Amount due in 2 to 5 years	597,046
Less: discount to present value at 2.4%	(27,595)
	<u>\$ 769,451</u>

Contributions receivable is from one donor at June 30, 2012. Approximately 90% of contributions were received from three donors in 2012.

(4) Investments

The following presents the Organization's investments measured at fair value as of June 30, 2012. These all represent Level 1 investments in the fair value hierarchy.

Vanguard total world stock	\$ 5,177,412
Vanguard all world stock excluding US	158,224
Vanguard-other	53,511
Common stocks - domestic	2,101
Money market fund	328
Total investments	<u>\$ 5,391,576</u>

(5) Commitments

The Organization has a lease agreement for the rental of its office in New York. Approximate minimum annual rentals related to this lease is as follows for the year ended subsequent to June 30, 2012:

2013	\$ 182,500
2014	182,500
2015	182,500
2016	136,875
	<u>\$ 684,375</u>

Rent expense for the year ended June 30, 2012 amounted to approximately \$128,000.

WONDERWORK, INC.
Notes to Financial Statements
June 30, 2012

(6) Temporarily Restricted Net Assets

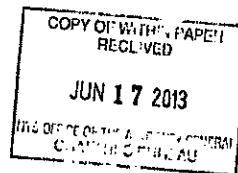
Temporarily restricted net assets are primarily time restricted at June 30, 2012.

(7) Payable to Help Me See

In August 2011, WonderWork entered into an agreement to provide services to Help Me See, another not-for-profit, with a similar mission to assist them in programmatic, fundraising, and administrative efforts. In exchange for these services, WonderWork is to receive \$166,667 per month. In addition, the agreement requires WonderWork to transfer \$2 million to Help Me See at the termination of the agreement on September 1, 2016 and provide an annual grant to Help Me See equal to the amount of largest grant WonderWork made from unrestricted funds in that year. If the agreement terminates early, the \$2 million grant is required to be prorated over the contract period. Help Me See informed WonderWork of its intention to terminate the agreement. Currently, Help Me See and WonderWork are in arbitration regarding the termination clause in the agreement.

(8) Subsequent Events

In connection with the preparation of the financial statements, the Organization evaluated subsequent events after the balance sheet date of June 30, 2012 through April 15, 2013 which was the date the financial statements were available to be issued and determined that there were no additional matters that are required to be disclosed.



COPILEVITZ & CANTER, LLC

ATTORNEYS AT LAW

310 W. 20TH STREET
SUITE 300
KANSAS CITY, MISSOURI 64108
(816) 472-9000 • FAX (816) 472-5000

June 12, 2013

NYS Department of Law
Office of the Attorney General
Charities Bureau - Registration Section
120 Broadway
New York, NY 10271

Re: **WonderWork, Inc.**
Registration No.: **43-28-70**

To Whom It May Concern:

Enclosed please find the above-referenced organization's completed CHAR 500 Annual Filing and the \$275 filing fee. Accompanying this renewal form, you will also find the IRS Form 990 and Financial Audit for the fiscal year ended June 30, 2012.

Should you have any questions, or require additional information, please contact me.

Very truly yours,



Abby Dobbins
Paralegal
For the Firm
adobbins@cckc-law.com

Enclosures

FUCHS
EXHIBIT 6

275

Form CHAR500	Annual Filing for Charitable Organizations New York State Department of Law (Office of the Attorney General) Charities Bureau - Registration Section 120 Broadway New York, NY 10271 http://www.charitiesnys.com		2012									
		Open to Public Inspection										
1. General Information <table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td colspan="2"> a. For the fiscal year beginning (mm/dd/yyyy) 07/01/2012 and ending (mm/dd/yyyy) 06/30/2013 </td> </tr> <tr> <td style="width: 15%;"> b. Check if applicable for NYS: <input type="checkbox"/> Address change <input type="checkbox"/> Name change <input type="checkbox"/> Initial filing <input type="checkbox"/> Final filing <input type="checkbox"/> Amended filing <input type="checkbox"/> NY registration pending </td> <td colspan="3"> c. Name of organization WONDERWORK, INC. <small>Number and street (or P.O. box if mail not delivered to street address)</small> 420 5TH AVENUE, 27TH F/L <small>Room/suite</small> <small>City or town, state or county and zip + 4</small> NEW YORK, NY 10018 </td> <td style="width: 15%;"> d. Fed. employer ID no. (EIN) 27-4159217 <small>e. NY State registration no. (#-##-##)</small> 43-28-70 </td> <td style="width: 15%;"> f. Telephone number (212) 729-1855 </td> <td style="width: 15%;"> g. Email </td> </tr> </table>				a. For the fiscal year beginning (mm/dd/yyyy) 07/01/2012 and ending (mm/dd/yyyy) 06/30/2013		b. Check if applicable for NYS: <input type="checkbox"/> Address change <input type="checkbox"/> Name change <input type="checkbox"/> Initial filing <input type="checkbox"/> Final filing <input type="checkbox"/> Amended filing <input type="checkbox"/> NY registration pending	c. Name of organization WONDERWORK, INC. <small>Number and street (or P.O. box if mail not delivered to street address)</small> 420 5TH AVENUE, 27TH F/L <small>Room/suite</small> <small>City or town, state or county and zip + 4</small> NEW YORK, NY 10018			d. Fed. employer ID no. (EIN) 27-4159217 <small>e. NY State registration no. (#-##-##)</small> 43-28-70	f. Telephone number (212) 729-1855	g. Email
a. For the fiscal year beginning (mm/dd/yyyy) 07/01/2012 and ending (mm/dd/yyyy) 06/30/2013												
b. Check if applicable for NYS: <input type="checkbox"/> Address change <input type="checkbox"/> Name change <input type="checkbox"/> Initial filing <input type="checkbox"/> Final filing <input type="checkbox"/> Amended filing <input type="checkbox"/> NY registration pending	c. Name of organization WONDERWORK, INC. <small>Number and street (or P.O. box if mail not delivered to street address)</small> 420 5TH AVENUE, 27TH F/L <small>Room/suite</small> <small>City or town, state or county and zip + 4</small> NEW YORK, NY 10018			d. Fed. employer ID no. (EIN) 27-4159217 <small>e. NY State registration no. (#-##-##)</small> 43-28-70	f. Telephone number (212) 729-1855	g. Email						

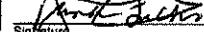
2. Certification - Two Signatures Required

We certify under penalties of perjury that we reviewed this report, including all attachments, and to the best of our knowledge and belief, they are true, correct and complete in accordance with the laws of the State of New York applicable to this report.

a. President or Authorized Officer


 Printed Name **Brian Mullaway** Title **CEO** Date **5/6/14**

b. Chief Financial Officer or Treas.


 Printed Name **Anna Fuchs** Title **CFO** Date **5/6/14**
3. Annual Report Exemption Information

a. Article 7-A annual report exemption (Article 7-A registrants and dual registrants)

Check if total contributions from NY State (including residents, foundations, corporations, government agencies, etc.) did not exceed \$25,000 and the organization did not engage a professional fund raiser (PFR) or fund raising counsel (FRC) to solicit contributions during this fiscal year.

NOTE: An organization may claim this exemption if no PFR or FRC was used and either: 1) it received an allocation from a federated fund, United Way or Incorporated community appeal and contributions from other sources did not exceed \$25,000 or 2) it received all or substantially all of its contributions from one government agency to which it submitted an annual report similar to that required by Article 7-A.

b. EPTL annual report exemption (EPTL registrants and dual registrants)

Check if gross receipts did not exceed \$25,000 and assets (market value) did not exceed \$25,000 at any time during this fiscal year.

For EPTL or Article 7-A registrants claiming the annual report exemption under the one law under which they are registered and for dual registrants claiming the annual report exemptions under both laws, simply complete part 1 (General Information), part 2 (Certification) and part 3 (Annual Report Exemption Information) above.

Do not submit a fee, do not complete the following schedules and do not submit any attachments to this form.

4. Article 7-A Schedules

If you did not check the Article 7-A annual report exemption above, complete the following for this fiscal year:

 a. Did the organization use a professional fund raiser, fund raising counsel or commercial co-venturer for fund raising activity in NY State? . . . Yes* No

* If "Yes", complete Schedule 4a.

 b. Did the organization receive government contributions (grants)? . . . Yes* No

* If "Yes", complete Schedule 4b.

5. Fee Submitted: See last page for summary of fee requirements.

Indicate the filing fee(s) you are submitting along with this form:

a. Article 7-A filing fee	\$ 25.00
b. EPTL filing fee	\$ 250.00
c. Total fee	\$ 275.00

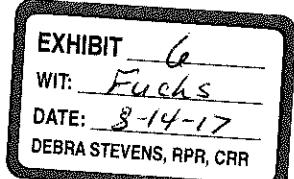
Submit only one check or money order for the total fee, payable to "NYS Department of Law"

6. Attachments - For organizations that are not claiming annual report exemptions under both laws, see last page for required attachments → → →

 1 **CHAR500 - 2012**

2J3542 3.000

WON-EX 0113



Schedule 4a: Professional Fund Raisers (PFR), Fund Raising Counsels (FRC), Commercial Co-Venturers (CCV)

If you checked the box in question 4.a. on page 1, complete the following schedule for each PFR, FRC or CCV that the organization engaged for fund raising activity in NY State:

1.	Type of fund raising professional (FRP):	
	Professional fund raiser	<input checked="" type="checkbox"/>
	Fund raising counsel	<input type="checkbox"/>
	Commercial co-venturer	<input type="checkbox"/>
2.	Name of FRP:	NNE MARKETING
	Number and street (or P.O. box if mail is not delivered to street address):	754 Massachusetts Ave
	City or town, state or country and zip + 4:	Arlington, MA 02476
3.	FRP telephone number:	(781) 777-1951
4.	Services provided by FRP (provide description):	Refine and develop the strategic program direction for direct mail. Recommend creative and audience tests. Develop creative product for the direct marketing program. Manage production house relationship. Manage the relationship with list broker.
5.	Compensation arrangement with FRP (provide description):	NNE was paid \$32,000 per month for February - June 2013 (5 months).
6.	Dates of contract	02/01/2013 (mm/dd/yyyy) through 08/28/2013 (mm/dd/yyyy)
7.	Amount paid to FRP	\$ 160,000.00
8.	If services were provided by a CCV, did the CCV provide the charitable organization with the interim report(s) required by §§ 173-a. 3 of the Executive Law?	

5. Fee Instructions

The filing fee depends on the organization's Registration Type. For details on Registration Type and filing fees, see the Instructions for Form CHAR500.

Organization's Registration Type

- | Organization's Registration Type | Fee Instructions |
|----------------------------------|--|
| • Article 7-A | Calculate the Article 7-A filing fee using the table in part a below. The EPTL filing fee is \$0. |
| • EPTL | Calculate the EPTL filing fee using the table in part b below. The Article 7-A filing fee is \$0. |
| • Dual | Calculate both the Article 7-A and EPTL filing fees using the tables in parts a and b below. Add the Article 7-A and EPTL filing fees together to calculate the total fee. Submit a single check or money order for the total fee. |

a) Article 7-A filing fee

Total Support & Revenue	Article 7-A Fee
more than \$250,000	\$25
up to \$250,000*	\$10

- * Any organization that contracted with or used the services of a professional fund raiser (PFR) or fund raising counsel (FRC) during the reporting period must pay an Article 7-A filing fee of \$25, regardless of total support and revenue.

b) EPTL filing fee

Net Worth at End of Year	EPTL Fee
Less than \$50,000	\$25
\$50,000 or more, but less than \$250,000	\$50
\$250,000 or more, but less than \$1,000,000	\$100
\$1,000,000 or more, but less than \$10,000,000	\$250
\$10,000,000 or more, but less than \$50,000,000	\$750
\$50,000,000 or more	\$1500

6. Attachments - Document Attachment Check-List

Check the boxes for the documents you are attaching.

For All Filers

Filing Fee

- Single check or money order payable to "NYS Department of Law"

Copies of Internal Revenue Service Forms

- IRS Form 990
 All required schedules (including Schedule B)
 IRS Form 990-T

- IRS Form 990-EZ
 All required schedules (including Schedule B)
 IRS Form 990-T

- IRS Form 990-PF
 All required schedules (including Schedule B)
 IRS Form 990-T

Additional Article 7-A Document Attachment Requirement

Independent Accountant's Report

- Audit Report (total support & revenue more than \$250,000)
 Review Report (total support & revenue \$100,001 to \$250,000)
 No Accountant's Report Required (total support & revenue not more than \$100,000)

Form 990

Return of Organization Exempt From Income Tax

OMB No. 1545-0047

2012

Open to Public
InspectionDepartment of the Treasury
Internal Revenue ServiceUnder section 501(c), 527, or 4947(a)(1) of the Internal Revenue Code (except black lung
benefit trust or private foundation)

► The organization may have to use a copy of this return to satisfy state reporting requirements.

A For the 2012 calendar year, or tax year beginning

07/01/2012, and ending

06/30/2013

Check if applicable:
Address change
Name change
Initial return
Terminated
Amended return
Application pending

C Name of organization

WONDERWORK, INC.

Doing Business As

Number and street (or P.O. box if mail is not delivered to street address)

420 5TH AVENUE, 27TH FLOOR

Room/suite

City, town or post office, state, and ZIP code

NEW YORK, NY 10018

D Employer identification number

27-4159217

E Telephone number

(212) 729-1855

F Gross receipts \$ 7,698,619.

H(a) Is this a group return for affiliates? Yes NoH(b) Are all affiliates included? Yes No

If "No," attach a list. (see instructions)

H(c) Group exemption number ►

I Tax-exempt status: 501(c)(3) 501(c)() () (Insert no.) 4947(e)(1) or 527

J Website: ► WWW.WONDERWORK.ORG

K Form of organization: Corporation Trust Association Other ► L Year of formation: 2013 M State of legal domicile: DE

Part I Summary

1 Briefly describe the organization's mission or most significant activities:

PROVIDE TREATMENT, SURGERY, AND RELATED ASSISTANCE TO CHILDREN AND
ADULTS EVERYWHERE, INCLUDING THOSE IN DEVELOPING COUNTRIES,
SUFFERING FROM DISEASE, ILLNESS, OR DISABILITY2 Check this box ► if the organization discontinued its operations or disposed of more than 25% of its net assets.

3 Number of voting members of the governing body (Part VI, line 1a) 3 4

4 Number of independent voting members of the governing body (Part VI, line 1b) 4 3

5 Total number of individuals employed in calendar year 2012 (Part V, line 2a) 5 8

6 Total number of volunteers (estimate if necessary) 8 2

7a Total unrelated business revenue from Part VIII, column (C), line 12 7a 0

b Net unrelated business taxable income from Form 990-T, line 34 7b 0

COPY

Revenue

Prior Year Current Year

8 Contributions and grants (Part VIII, line 1h) 7,878,990. 7,446,172.

9 Program service revenue (Part VIII, line 2g) 1,333,667. 0

10 Investment income (Part VIII, column (A), lines 3, 4, and 7d) 2,011. 146,128.

11 Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e) 0 0

12 Total revenue - add lines 8 through 11 (must equal Part VIII, column (A), line 12) 9,214,668. 7,592,300.

13 Grants and similar amounts paid (Part IX, column (A), lines 1-3) 789,800. 1,327,500.

14 Benefits paid to or for members (Part IX, column (A), line 4) 0 0

15 Salaries, other compensation, employee benefits (Part IX, column (A), lines 5-10) 1,240,919. 1,369,968.

16a Professional fundraising fees (Part IX, column (A), line 11e) 0 0

b Total fundraising expenses (Part IX, column (D), line 25) ► 4,785,598. 1

17 Other expenses (Part IX, column (A), lines 11a-11d, 11f-24e) 702,540. 9,137,776.

18 Total expenses. Add lines 13-17 (must equal Part IX, column (A), line 25) 2,733,259. 11,835,244.

19 Revenue less expenses. Subtract line 18 from line 12 6,481,409. -4,242,944.

Beginning of Current Year End of Year

20 Total assets (Part X, line 16) 7,038,498. 8,357,225.

21 Total liabilities (Part X, line 26) 803,061. 5,628,863.

22 Net assets or fund balances. Subtract line 21 from line 20 6,235,437. 2,728,362.

Part II Signature Block

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than officer) is based on all information of which preparer has any knowledge.

Sign Here

Signature of officer
BRIAN MULLANEY LED
Type or print name and title

5/6/14

Paid Preparer
Use OnlyPrint/Type preparer's name Preparer's signature Date 4/14/14 Check If self-employed PTIN P01249521
Firm's name ► KPMG LLP Firm's EIN ► 13-5565207
Firm's address ► 345 PARK AVENUE NEW YORK, NY 10154-0102 Phone no. 212-758-9700May the IRS discuss this return with the preparer shown above? (see instructions) Yes No

For Paperwork Reduction Act Notice, see the separate instructions.

Form 990 (2012)

JSA
2E1010 1.000

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2910316

PAGE 1

WON-EX 0116

Form 8868

(Rev. January 2013)

Department of the Treasury
Internal Revenue ServiceApplication for Extension of Time To File an
Exempt Organization Return

OMB No. 1545-1709

► File a separate application for each return.

- If you are filing for an Automatic 3-Month Extension, complete only Part I and check this box ►
- If you are filing for an Additional (Not Automatic) 3-Month Extension, complete only Part II (on page 2 of this form).

Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868.

Electronic filing (e-file). You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time. You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions). For more details on the electronic filing of this form, visit www.irs.gov/efile and click on e-file for *Charities & Nonprofits*.

Part I Automatic 3-Month Extension of Time. Only submit original (no copies needed).

A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete

Part I only ► *All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns.*

Enter filer's identifying number, see instructions

Type or print	Name of exempt organization or other filer, see instructions.	Employer identification number (EIN) or Social security number (SSN)
File by the due date for filing your return. See instructions.	WONDERWORK, INC. Number, street, end room or suite no. If a P.O. box, see instructions. 420 5TH AVENUE, 27TH F/L City, town or post office, state, and ZIP code. For a foreign address, see instructions. NEW YORK, NY 10018	27-4159217

Enter the Return code for the return that this application is for (file a separate application for each return) 0 | 1

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 4720- (individual)	03	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

- The books are in the care of ► HANA FUCHS

Telephone No. ► 212-729-1855 FAX No. ►

- If the organization does not have an office or place of business in the United States, check this box ►
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) If this is for the whole group, check this box ► . If it is for part of the group, check this box ► and attach a list with the names and EINs of all members the extension is for.

- 1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until 2/15/2014 to file the exempt organization return for the organization named above. The extension is for the organization's return for:
- calendar year 20 or
- tax year beginning 07/01 , 2012 , and ending 06/30 , 2013 .

- 2 If the tax year entered in line 1 is for less than 12 months, check reason: Initial return Final return
 Change in accounting period

- 3a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions. 3a \$
- b If this application is for Form 990-PF, 6069, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit. 3b \$
- c Balance due. Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions. 3c \$

Caution. If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8878-EO for payment instructions.
 For Privacy Act and Paperwork Reduction Act Notice, see instructions.

Form 8868 (Rev. 1-2013)

JSA
2FA054 2.000

WON-EX 0117

- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only Part II and check this box.
- Note.** Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868.
- If you are filing for an **Automatic 3-Month Extension**, complete only Part I (on page 1).

Part II Additional (Not Automatic) 3-Month Extension of Time. Only file the original (no copies needed).

Enter filer's identifying number, see instructions

Type or print	Name of exempt organization or other filer, see instructions. WONDERWORK, INC.	Employer identification number (EIN) or 27-4159217
File by the due date for filing your return. See Instructions.	Number, street, and room or suite no. If a P.O. box, see instructions. 420 5TH AVENUE, 27TH F/L	Social security number (SSN) City, town or post office, state, and ZIP code. For a foreign address, see instructions. NEW YORK, NY 10018

Enter the Return code for the return that this application is for (file a separate application for each return) [0] 1

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01		
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	Form 4720 (other than individual)	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.

- The books are in the care of HANA FUCHS
Telephone No. 212-729-1855 x 103 Fax No. 212-729-4541
- If the organization does not have an office or place of business in the United States, check this box
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) . If this is for the whole group, check this box . If it is for part of the group, check this box and attach a list with the names and EINs of all members the extension is for.

- I request an additional 3-month extension of time until May 15, 2014.
- For calendar year , or other tax year beginning July 1, 2012, and ending June 30, 2013.
- If the tax year entered in line 5 is for less than 12 months, check reason: Initial return Final return
 Change in accounting period
- State in detail why you need the extension Additional time is needed to prepare a complete and accurate form.

- 8a If this application is for Forms 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions. 8a \$
- b If this application is for Forms 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868. 8b \$
- c Balance Due. Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions. 8c \$

Signature and Verification must be completed for Part II only.

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form.

Signature Title Paid Preparer Date 2/3/14
 Form 8868 (Rev. 1-2014)

Form 990 (2012)

Part III Statement of Program Service AccomplishmentsCheck if Schedule O contains a response to any question in this Part III

- 1 Briefly describe the organization's mission:

PROVIDE TREATMENT, SURGERY, AND RELATED ASSISTANCE TO CHILDREN AND ADULTS EVERYWHERE, INCLUDING THOSE IN DEVELOPING COUNTRIES, SUFFERING FROM DISEASE, ILLNESS, OR DISABILITY. FOR MORE INFORMATION, SEE SCHEDULE O.

- 2 Did the organization undertake any significant program services during the year which were not listed on the prior Form 990 or 990-EZ?
-
- Yes
-
- No

If "Yes," describe these new services on Schedule O.

- 3 Did the organization cease conducting, or make significant changes in how it conducts, any program services?
-
- Yes
-
- No

If "Yes," describe these changes on Schedule O.

- 4 Describe the organization's program service accomplishments for each of its three largest program services, as measured by expenses. Section 501(c)(3) and 501(c)(4) organizations are required to report the amount of grants and allocations to others, the total expenses, and revenue, if any, for each program service reported.

4a (Code: _____) (Expenses \$ 6,522,235, including grants of \$ 1,327,500) (Revenue \$ 0)

WONDERWORK EMPOWERS AND PARTNERS WITH LOCAL SURGEONS, HOSPITALS, AND CHARITABLE ORGANIZATIONS ENGAGED IN THE DELIVERY OF LIFE-CHANGING SURGERY AND RELATED CARE BY PROVIDING TRAINING AND EDUCATION, FINANCIAL SUPPORT AND EQUIPMENT. WONDERWORK ALSO EDUCATES DOCTORS AND RAISES PUBLIC AWARENESS ON NEEDED SURGICAL CARE AND RELATED TREATMENT FOR UNDERSERVED POPULATIONS WITH DISABILITIES.

4b (Code: _____) (Expenses \$ _____ including grants of \$ _____) (Revenue \$ _____)

4c (Code: _____) (Expenses \$ _____ including grants of \$ _____) (Revenue \$ _____)

4d Other program services (Describe in Schedule O.)
(Expenses \$ _____ including grants of \$ _____) (Revenue \$ _____)4e Total program service expenses ► 6,522,235.

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Form 990 (2012)

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WON-EX 0119

Part IV Checklist of Required Schedules

	Yes	No
1 Is the organization described in section 501(c)(3) or 4947(a)(1) (other than a private foundation)? If "Yes," complete Schedule A	1 X	
2 Is the organization required to complete Schedule B, Schedule of Contributors (see instructions)?	2 X	
3 Did the organization engage in direct or indirect political campaign activities on behalf of or in opposition to candidates for public office? If "Yes," complete Schedule C, Part I	3 X	
4 Section 501(c)(3) organizations. Did the organization engage in lobbying activities, or have a section 501(h) election in effect during the tax year? If "Yes," complete Schedule C, Part II	4 X	
5 Is the organization a section 501(c)(4), 501(c)(5), or 501(c)(6) organization that receives membership dues, assessments, or similar amounts as defined in Revenue Procedure 98-19? If "Yes," complete Schedule C, Part III	5 X	
6 Did the organization maintain any donor advised funds or any similar funds or accounts for which donors have the right to provide advice on the distribution or investment of amounts in such funds or accounts? If "Yes," complete Schedule D, Part I	6 X	
7 Did the organization receive or hold a conservation easement, including easements to preserve open space, the environment, historic land areas, or historic structures? If "Yes," complete Schedule D, Part II	7 X	
8 Did the organization maintain collections of works of art, historical treasures, or other similar assets? If "Yes," complete Schedule D, Part III	8 X	
9 Did the organization report an amount in Part X, line 21, for escrow or custodial account liability; serve as a custodian for amounts not listed in Part X; or provide credit counseling, debt management, credit repair, or debt negotiation services? If "Yes," complete Schedule D, Part IV	9 X	
10 Did the organization, directly or through a related organization, hold assets in temporarily restricted endowments, permanent endowments, or quasi-endowments? If "Yes," complete Schedule D, Part V	10 X	
11 If the organization's answer to any of the following questions is "Yes," then complete Schedule D, Parts VI, VII, VIII, IX, or X as applicable.		
a Did the organization report an amount for land, buildings, and equipment in Part X, line 10? If "Yes," complete Schedule D, Part VI	11a X	
b Did the organization report an amount for investments-other securities in Part X, line 12 that is 5% or more of its total assets reported in Part X, line 16? If "Yes," complete Schedule D, Part VII	11b X	
c Did the organization report an amount for investments-program related in Part X, line 13 that is 5% or more of its total assets reported in Part X, line 16? If "Yes," complete Schedule D, Part VIII	11c X	
d Did the organization report an amount for other assets in Part X, line 15 that is 5% or more of its total assets reported in Part X, line 16? If "Yes," complete Schedule D, Part IX	11d X	
e Did the organization report an amount for other liabilities in Part X, line 25? If "Yes," complete Schedule D, Part X	11e X	
f Did the organization's separate or consolidated financial statements for the tax year include a footnote that addresses the organization's liability for uncertain tax positions under FIN 48 (ASC 740)? If "Yes," complete Schedule D, Part XI	11f X	
12 a Did the organization obtain separate, independent audited financial statements for the tax year? If "Yes," complete Schedule D, Parts XI and XII	12a X	
b Was the organization included in consolidated, independent audited financial statements for the tax year? If "Yes," and if the organization answered "No" to line 12a, then completing Schedule D, Parts XI and XII is optional	12b X	
13 Is the organization a school described in section 170(b)(1)(A)(ii)? If "Yes," complete Schedule E	13 X	
14 a Did the organization maintain an office, employees, or agents outside of the United States?	14a X	
b Did the organization have aggregate revenues or expenses of more than \$10,000 from grantmaking, fundraising, business, investment, and program service activities outside the United States, or aggregate foreign investments valued at \$100,000 or more? If "Yes," complete Schedule F, Parts I and IV	14b X	
15 Did the organization report on Part IX, column (A), line 3, more than \$6,000 of grants or assistance to any organization or entity located outside the United States? If "Yes," complete Schedule F, Parts II and IV	15 X	
16 Did the organization report on Part IX, column (A), line 3, more than \$5,000 of aggregate grants or assistance to individuals located outside the United States? If "Yes," complete Schedule F, Parts III and IV	16 X	
17 Did the organization report a total of more than \$15,000 of expenses for professional fundraising services on Part IX, column (A), lines 6 and 11e? If "Yes," complete Schedule G, Part I (see instructions)	17 X	
18 Did the organization report more than \$15,000 total of fundraising event gross income and contributions on Part VIII, lines 1c and 8a? If "Yes," complete Schedule G, Part II	18 X	
19 Did the organization report more than \$15,000 of gross income from gaming activities on Part VIII, line 9a? If "Yes," complete Schedule G, Part III	19 X	
20 a Did the organization operate one or more hospital facilities? If "Yes," complete Schedule H	20a X	
b If "Yes" to line 20a, did the organization attach a copy of its audited financial statements to this return?	20b X	

Form 990 (2012)

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Form 990 (2012)

Part IV Checklist of Required Schedules (continued)

	Yes	No
21 Did the organization report more than \$5,000 of grants and other assistance to any government or organization in the United States on Part IX, column (A), line 1? If "Yes," complete Schedule I, Parts I and II.	21 X	
22 Did the organization report more than \$5,000 of grants and other assistance to individuals in the United States on Part IX, column (A), line 2? If "Yes," complete Schedule I, Parts I and III.	22 X	
23 Did the organization answer "Yes" to Part VII, Section A, line 3, 4, or 5 about compensation of the organization's current and former officers, directors, trustees, key employees, and highest compensated employees? If "Yes," complete Schedule J.	23 X	
24 a Did the organization have a tax-exempt bond issue with an outstanding principal amount of more than \$100,000 as of the last day of the year, that was issued after December 31, 2002? If "Yes," answer lines 24b through 24d and complete Schedule K. If "No," go to line 25.	24a	X
b Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception?	24b	
c Did the organization maintain an escrow account other than a refunding escrow at any time during the year to defease any tax-exempt bonds?	24c	
d Did the organization act as an "on behalf of" issuer for bonds outstanding at any time during the year?	24d	
25 a Section 501(c)(3) and 501(c)(4) organizations. Did the organization engage in an excess benefit transaction with a disqualified person during the year? If "Yes," complete Schedule L, Part I.	25a X	
b Is the organization aware that it engaged in an excess benefit transaction with a disqualified person in a prior year, and that the transaction has not been reported on any of the organization's prior Forms 990 or 990-EZ? If "Yes," complete Schedule L, Part I.	25b	X
26 Was a loan to or by a current or former officer, director, trustee, key employee, highly compensated employee, or disqualified person outstanding as of the end of the organization's tax year? If "Yes," complete Schedule L, Part II.	26	X
27 Did the organization provide a grant or other assistance to an officer, director, trustee, key employee, substantial contributor or employee thereof, a grant selection committee member, or to a 35% controlled entity or family member of any of these persons? If "Yes," complete Schedule L, Part III.	27	X
28 Was the organization a party to a business transaction with one of the following parties (see Schedule L, Part IV instructions for applicable filing thresholds, conditions, and exceptions):		
a A current or former officer, director, trustee, or key employee? If "Yes," complete Schedule L, Part IV.	28a	X
b A family member of a current or former officer, director, trustee, or key employee? If "Yes," complete Schedule L, Part IV.	28b	X
c An entity of which a current or former officer, director, trustee, or key employee (or a family member thereof) was an officer, director, trustee, or direct or indirect owner? If "Yes," complete Schedule L, Part IV.	28c	X
29 Did the organization receive more than \$25,000 in non-cash contributions? If "Yes," complete Schedule M.	29	X
30 Did the organization receive contributions of art, historical treasures, or other similar assets, or qualified conservation contributions? If "Yes," complete Schedule M.	30	X
31 Did the organization liquidate, terminate, or dissolve and cease operations? If "Yes," complete Schedule N, Part I.	31	X
32 Did the organization sell, exchange, dispose of, or transfer more than 25% of its net assets? If "Yes," complete Schedule N, Part II.	32	X
33 Did the organization own 100% of an entity disregarded as separate from the organization under Regulations sections 301.7701-2 and 301.7701-3? If "Yes," complete Schedule R, Part I.	33	X
34 Was the organization related to any tax-exempt or taxable entity? If "Yes," complete Schedule R, Part II, III, or IV, and Part V, line 1.	34	X
35 a Did the organization have a controlled entity within the meaning of section 512(b)(13)?	35a	X
b If "Yes" to line 35a, did the organization receive any payment from or engage in any transaction with a controlled entity within the meaning of section 512(b)(13)? If "Yes," complete Schedule R, Part V, line 2.	35b	
36 Section 501(c)(3) organizations. Did the organization make any transfers to an exempt non-charitable related organization? If "Yes," complete Schedule R, Part V, line 2.	36	X
37 Did the organization conduct more than 5% of its activities through an entity that is not a related organization and that is treated as a partnership for federal income tax purposes? If "Yes," complete Schedule R, Part VI.	37	X
38 Did the organization complete Schedule O and provide explanations in Schedule O for Part VI, lines 11b and 19? Note. All Form 990 filers are required to complete Schedule O.	38	X

Form 990 (2012)

Form 990 (2012)

Part V Statements Regarding Other IRS Filings and Tax ComplianceCheck if Schedule O contains a response to any question in this Part V.

	Yes	No
1a Enter the number reported in Box 3 of Form 1096. Enter -0- if not applicable.	1a	7
b Enter the number of Forms W-2G included in line 1a. Enter -0- if not applicable.	1b	0
c Did the organization comply with backup withholding rules for reportable payments to vendors and reportable gaming (gambling) winnings to prize winners?	1c	<input checked="" type="checkbox"/>
2a Enter the number of employees reported on Form W-3, Transmittal of Wage and Tax Statements, filed for the calendar year ending with or within the year covered by this return	2a	8
b If at least one is reported on line 2a, did the organization file all required federal employment tax returns? <i>Note. If the sum of lines 1a and 2a is greater than 250, you may be required to e-file (see instructions).</i>	2b	<input checked="" type="checkbox"/>
3a Did the organization have unrelated business gross income of \$1,000 or more during the year?	3a	<input checked="" type="checkbox"/>
b If "Yes," has it filed a Form 990-T for this year? If "No," provide an explanation in Schedule O	3b	
4a At any time during the calendar year, did the organization have an interest in, or a signature or other authority over, a financial account in a foreign country (such as a bank account, securities account, or other financial account)?	4a	<input checked="" type="checkbox"/>
b If "Yes," enter the name of the foreign country: ► See instructions for filing requirements for Form TD F 90-22.1, Report of Foreign Bank and Financial Accounts.		
5a Was the organization a party to a prohibited tax shelter transaction at any time during the tax year?	5a	<input checked="" type="checkbox"/>
b Did any taxable party notify the organization that it was or is a party to a prohibited tax shelter transaction?	5b	<input checked="" type="checkbox"/>
c If "Yes" to line 5a or 5b, did the organization file Form 8886-T?	5c	
6a Does the organization have annual gross receipts that are normally greater than \$100,000, and did the organization solicit any contributions that were not tax deductible as charitable contributions?	6a	<input checked="" type="checkbox"/>
b If "Yes," did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible?	6b	
7 Organizations that may receive deductible contributions under section 170(c). a Did the organization receive a payment in excess of \$75 made partly as a contribution and partly for goods and services provided to the payor?	7a	<input checked="" type="checkbox"/>
b If "Yes," did the organization notify the donor of the value of the goods or services provided?	7b	
c Did the organization sell, exchange, or otherwise dispose of tangible personal property for which it was required to file Form 8282?	7c	<input checked="" type="checkbox"/>
d If "Yes," indicate the number of Forms 8282 filed during the year	7d	
e Did the organization receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	7e	<input checked="" type="checkbox"/>
f Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	7f	<input checked="" type="checkbox"/>
g If the organization received a contribution of qualified intellectual property, did the organization file Form 8899 as required?	7g	
h If the organization received a contribution of cars, boats, airplanes, or other vehicles, did the organization file a Form 1098-C?	7h	
8 Sponsoring organizations maintaining donor advised funds and section 509(a)(3) supporting organizations. Did the supporting organization, or a donor advised fund maintained by a sponsoring organization, have excess business holdings at any time during the year?	8	
9 Sponsoring organizations maintaining donor advised funds. a Did the organization make any taxable distributions under section 4966?	9a	
b Did the organization make a distribution to a donor, donor advisor, or related person?	9b	
10 Section 501(c)(7) organizations. Enter: a Initiation fees and capital contributions included on Part VIII, line 12	10a	
b Gross receipts, included on Form 990, Part VIII, line 12, for public use of club facilities	10b	
11 Section 501(c)(12) organizations. Enter: a Gross income from members or shareholders	11a	
b Gross income from other sources (Do not net amounts due or paid to other sources against amounts due or received from them.)	11b	
12a Section 4847(a)(1) non-exempt charitable trusts. Is the organization filing Form 990 in lieu of Form 1041?	12a	
b If "Yes," enter the amount of tax-exempt interest received or accrued during the year	12b	
13 Section 501(c)(29) qualified nonprofit health insurance issuers. a Is the organization licensed to issue qualified health plans in more than one state? <i>Note. See the instructions for additional information the organization must report on Schedule O.</i>	13a	
b Enter the amount of reserves the organization is required to maintain by the states in which the organization is licensed to issue qualified health plans	13b	
c Enter the amount of reserves on hand	13c	
14a Did the organization receive any payments for indoor tanning services during the tax year?	14a	<input checked="" type="checkbox"/>
b If "Yes," has it filed a Form 720 to report these payments? If "No," provide an explanation in Schedule O	14b	

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Form 990 (2012)

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WON-EX 0122

Part VI Governance, Management, and Disclosure For each "Yes" response to lines 2 through 7b below, and for a "No" response to line 8a, 8b, or 10b below, describe the circumstances, processes, or changes in Schedule O. See instructions.

Check if Schedule O contains a response to any question in this Part VI.

Section A. Governing Body and Management

- | | Yes | No |
|----|-----|----|
| 1a | 4 | |
| 1b | 3 | |
| 2 | X | |
| 3 | X | |
| 4 | X | |
| 5 | X | |
| 6 | X | |
| 7a | X | |
| 7b | X | |
| 8a | X | |
| 8b | X | |
| 9 | X | |
- 1a Enter the number of voting members of the governing body at the end of the tax year.
If there are material differences in voting rights among members of the governing body, or if the governing body delegated broad authority to an executive committee or similar committee, explain in Schedule O.
- 1b Enter the number of voting members included in line 1a, above, who are independent.
- 2 Did any officer, director, trustee, or key employee have a family relationship or a business relationship with any other officer, director, trustee, or key employee?
- 3 Did the organization delegate control over management duties customarily performed by or under the direct supervision of officers, directors, or trustees, or key employees to a management company or other person?
- 4 Did the organization make any significant changes to its governing documents since the prior Form 990 was filed?
- 5 Did the organization become aware during the year of a significant diversion of the organization's assets?
- 6 Did the organization have members or stockholders?
- 7a Did the organization have members, stockholders, or other persons who had the power to elect or appoint one or more members of the governing body?
- b Are any governance decisions of the organization reserved to (or subject to approval by) members, stockholders, or persons other than the governing body?
- 8 Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following:
- a The governing body?
 - b Each committee with authority to act on behalf of the governing body?
- 9 Is there any officer, director, trustee, or key employee listed in Part VII, Section A, who cannot be reached at the organization's mailing address? If "Yes," provide the names and addresses in Schedule O.

Section B. Policies (This Section B requests information about policies not required by the Internal Revenue Code.)

- | | Yes | No |
|-----|-----|----|
| 10a | X | |
| 10b | | |
| 11a | X | |
| 12a | X | |
| 12b | X | |
| 12c | X | |
| 13 | X | |
| 14 | X | |
| 15 | | |
| 15a | X | |
| 15b | X | |
| 16a | X | |
| 16b | | |
- 10a Did the organization have local chapters, branches, or affiliates?
b If "Yes," did the organization have written policies and procedures governing the activities of such chapters, affiliates, and branches to ensure their operations are consistent with the organization's exempt purposes?
- 11a Has the organization provided a complete copy of this Form 990 to all members of its governing body before filing the form?
b Describe in Schedule O the process, if any, used by the organization to review this Form 990.
- 12a Did the organization have a written conflict of interest policy? If "No," go to line 13
b Were officers, directors, or trustees, and key employees required to disclose annually interests that could give rise to conflicts?
c Did the organization regularly and consistently monitor and enforce compliance with the policy? If "Yes," describe in Schedule O how this was done
- 13 Did the organization have a written whistleblower policy?
- 14 Did the organization have a written document retention and destruction policy?
- 15 Did the process for determining compensation of the following persons include a review and approval by independent persons, comparability data, and contemporaneous substantiation of the deliberation and decision?
- a The organization's CEO, Executive Director, or top management official
 - b Other officers or key employees of the organization
If "Yes" to line 15a or 15b, describe the process in Schedule O (see Instructions).
- 16a Did the organization invest in, contribute assets to, or participate in a joint venture or similar arrangement with a taxable entity during the year?
b If "Yes," did the organization follow a written policy or procedure requiring the organization to evaluate its participation in joint venture arrangements under applicable federal tax law, and take steps to safeguard the organization's exempt status with respect to such arrangements?

Section C. Disclosure

- 17 List the states with which a copy of this Form 990 is required to be filed ► **ATTACHMENT 1**
- 18 Section 6104 requires an organization to make its Forms 1023 (or 1024 if applicable), 990, and 990-T (Section 501(c)(3)s only) available for public inspection. Indicate how you made these available. Check all that apply.
- Own website Another's website Upon request Other (explain in Schedule O)
- 19 Describe in Schedule O whether (and if so, how) the organization made its governing documents, conflict of interest policy, and financial statements available to the public during the tax year.
- 20 State the name, physical address, and telephone number of the person who possesses the books and records of the organization ► HANA FUCHS 420 FIFTH AVENUE, 27TH FLOOR NEW YORK, NY 10018 212-729-1855

Part VII Compensation of Officers, Directors, Trustees, Key Employees, Highest Compensated Employees, and Independent Contractors

Check if Schedule O contains a response to any question in this Part VII

Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees

1a Complete this table for all persons required to be listed. Report compensation for the calendar year ending with or within the organization's tax year.

- List all of the organization's current officers, directors, trustees (whether individuals or organizations), regardless of amount of compensation. Enter -0- in columns (D), (E), and (F) if no compensation was paid.
- List all of the organization's current key employees, if any. See instructions for definition of "key employee."
- List the organization's five current highest compensated employees (other than an officer, director, trustee, or key employee) who received reportable compensation (Box 5 of Form W-2 and/or Box 7 of Form 1099-MISC) of more than \$100,000 from the organization and any related organizations.
- List all of the organization's former officers, key employees, and highest compensated employees who received more than \$100,000 of reportable compensation from the organization and any related organizations.
- List all of the organization's former directors or trustees that received, in the capacity as a former director or trustee of the organization, more than \$10,000 of reportable compensation from the organization and any related organizations.

List persons in the following order: individual trustees or directors; institutional trustees; officers; key employees; highest compensated employees; and former such persons.

Check this box if neither the organization nor any related organization compensated any current officer, director, or trustee.

(A) Name and Title	(B) Average hours per week (not any hours for related organizations below dotted line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)				(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Officer or director or trustee	Institutional trustee	Key employee	Highest compensated			
(1) BRIAN MULLANEY CO-FOUNDER, PRESIDENT AND CEO	40.00	X	X			475,000.	0	23,277.
(2) THEODORE DYSART SECRETARY/TREASURER	1.00	X				0	0	0
(3) RAVI KANT DIRECTOR	1.00	X				0	0	0
(4) JJ CONEYS AUDIT COMMITTEE CHAIR	1.00	X				0	0	0
(5) HANA FUCHS CFO	40.00		X			200,000.	0	8,198.
(6) KAREN LAZARUS DIRECTOR OF STRATEGIC PROJECTS	40.00			X		121,500.	0	16,379.
(7) BARBARA SCHULMAN DIRECTOR MANAGER	40.00			X		140,000.	0	6,523.
(8)								
(9)								
(10)								
(11)								
(12)								
(13)								
(14)								

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WON-EX 0124

WONDERWORK, INC.

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Page B

Form 890 (2012)

Part VII Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees (continued)

2 Total number of individuals (including but not limited to those listed above) who received more than \$100,000 of reportable compensation from the organization ► 4

- 3 Did the organization list any former officer, director, or trustee, key employee, or highest compensated employee on line 1a? If "Yes," complete Schedule J for such individual

4 For any individual listed on line 1a, is the sum of reportable compensation and other compensation from the organization and related organizations greater than \$150,000? If "Yes," complete Schedule J for such individual

5 Did any person listed on line 1a receive or accrue compensation from any unrelated organization or individual for services rendered to the organization? If "Yes," complete Schedule J for such person

Section B. Independent Contractors

- 1** Complete this table for your five highest compensated independent contractors that received more than \$100,000 of compensation from the organization. Report compensation for the calendar year ending with or within the organization's tax year.

(A) Name and business address	(B) Description of services	(C) Compensation
ATTACHMENT 2		

2 Total number of independent contractors (including but not limited to those listed above) who received more than \$100,000 in compensation from the organization ► 1

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WON-EX 0125

Part VIII Statement of Revenue

Check if Schedule O contains a response to any question in this Part VIII.

		(A) Total revenue	(B) Related or exempt function revenue	(C) Unrelated business revenue	(D) Revenue excluded from tax under sections 512, 513, or 514
Contributions, Gifts, Grants and Other Similar Amounts	1a Federated campaigns 1b Membership dues 1c Fundraising events 1d Related organizations 1e Government grants (contributions) 1f All other contributions, gifts, grants, and similar amounts not included above 1g Noncash contributions included in lines 1a-1f: \$ 1h Total. Add lines 1a-1f ►				
		7,446,172			
Program Service Revenue	Business Code				
	2a b c d e f All other program service revenue g Total. Add lines 2a-2f ►				
		8			
	3 Investment income (including dividends, interest, and other similar amounts) ►	41,243			41,243
	4 Income from investment of tax-exempt bond proceeds ►	0			
	5 Royalties	0			
	(i) Real (ii) Personal				
	6a Gross rents b Less: rental expenses c Rental income or (loss) d Net rental income or (loss) ►				
		9			
	(i) Securities (ii) Other				
	7a Gross amount from sales of assets other than inventory b Less: cost or other basis and sales expenses c Gain or (loss) d Net gain or (loss) ►	211,204 106,319 104,885			104,885
	8a Gross income from fundraising events (not including \$ of contributions reported on line 1c). See Part IV, line 18 a				
	b Less: direct expenses b				
	c Net income or (loss) from fundraising events ►	d			
	9a Gross income from gaming activities. See Part IV, line 19 a				
	b Less: direct expenses b				
	c Net income or (loss) from gaming activities ►	d			
	10a Gross sales of inventory, less returns and allowances a				
	b Less: cost of goods sold b				
	c Net income or (loss) from sales of inventory ►	d			
	Miscellaneous Revenue	Business Code			
	11a b c d All other revenue e Total. Add lines 11a-11d ►				
		0			
	12 Total revenue. See instructions ►	7,592,300			146,328

Form 990 (2012)

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WON-EX 0126

Part IX Statement of Functional Expenses*Section 501(c)(3) and 501(c)(4) organizations must complete all columns. All other organizations must complete column (A).*Check if Schedule O contains a response to any question in this Part IX *Do not include amounts reported on lines 5b, 7b, 8b, 9b, and 10b of Part VIII.*

	(A) Total expenses	(B) Program service expenses	(C) Management and general expenses	(D) Fundraising expenses
1 Grants and other assistance to governments and organizations in the United States. See Part IV, line 21 .	785,000.	785,000.		
2 Grants and other assistance to individuals in the United States. See Part IV, line 22 .	0			
3 Grants and other assistance to governments, organizations, and individuals outside the United States. See Part IV, lines 15 and 16 .	542,500.	542,500.		
4 Benefits paid to or for members .	0			
5 Compensation of current officers, directors, trustees, and key employees .	705,251.	564,201.	51,717.	89,333.
6 Compensation not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B) .	0			
7 Other salaries and wages .	516,196.	258,557.	81,216.	176,423.
8 Pension plan accruals and contributions (include section 401(k) and 403(b) employer contributions) .	0			
9 Other employee benefits .	87,979.	54,558.	11,103.	22,318.
10 Payroll taxes .	60,542.	40,563.	6,660.	13,319.
11 Fees for services (non-employees):				
a Management .	0			
b Legal .	351,944.	119,661.	175,972.	56,311.
c Accounting .	46,570.	15,834.	23,285.	7,451.
d Lobbying .	0			
e Professional fundraising services. See Part IV, line 17 .	0			
f Investment management fees .	0			
g Other. (If line 11g amount exceeds 10% of line 25, column (A) amount, list line 11g expenses on Schedule O.) .	319,706.	108,700.	159,853.	51,153.
12 Advertising and promotion .	35,830.	16,123.		19,707.
13 Office expenses .	7,964,650.	3,638,361.	7,060.	4,319,229.
14 Information technology .	17,736.	15,272.	650.	1,814.
15 Royalties .	0			
16 Occupancy .	199,999.	172,223.	7,325.	20,451.
17 Travel .	182,410.	175,114.	1,824.	5,472.
18 Payments of travel or entertainment expenses for any federal, state, or local public officials .	0			
19 Conferences, conventions, and meetings .	0			
20 Interest .	0			
21 Payments to affiliates .	0			
22 Depreciation, depletion, and amortization .	12,659.	10,901.	464.	1,294.
23 Insurance .	6,272.	4,667.	282.	1,323.
24 Other expenses. Itemize expenses not covered above (list miscellaneous expenses in line 24e. If line 24e amount exceeds 10% of line 25, column (A) amount, list line 24e expenses on Schedule O.)				
a				
b				
c				
d				
e All other expenses .	11,835,244.	6,522,235.	527,411.	4,785,598.
25 Total functional expenses. Add lines 1 through 24e .	7,864,436.	3,538,996.		4,325,440.
26 Joint costs. Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation. Check here ► <input checked="" type="checkbox"/> if following SOP 88-2 (ASC 958-720) .				

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Form 990 (2012)

Part X Balance Sheet

Check if Schedule O contains a response to any question in this Part X

		(A) Beginning of year	(B) End of year
Assets			
1	Cash - non-interest-bearing	7,124.	191,061.
2	Savings and temporary cash investments	811,118.	987,168.
3	Pledges and grants receivable, net	769,451.	570,156.
4	Accounts receivable, net	0	0
5	Loans and other receivables from current and former officers, directors, trustees, key employees, and highest compensated employees. Complete Part II of Schedule L	0	0
6	Loans and other receivables from other disqualified persons (as defined under section 4958(f)(1)), persons described in section 4958(c)(3)(B), and contributing employers and sponsoring organizations of section 501(c)(9) voluntary employees' beneficiary organizations (see instructions). Complete Part II of Schedule L	0	0
7	Notes and loans receivable, net	0	0
8	Inventories for sale or use	0	0
9	Prepaid expenses and deferred charges	45,625.	45,625.
10a	Land, buildings, and equipment: cost or other basis. Complete Part VI of Schedule D	147,548.	
10b	b Less: accumulated depreciation	15,958.	13,604.
11	Investments - publicly traded securities	5,391,576.	6,431,625.
12	Investments - other securities. See Part IV, line 11	0	0
13	Investments - program-related. See Part IV, line 11	0	0
14	Intangible assets	0	0
15	Other assets. See Part IV, line 11	0	0
16	Total assets. Add lines 1 through 15 (must equal line 34)	7,038,498.	8,357,225.
Liabilities			
17	Accounts payable and accrued expenses	70,061.	1,236,660.
18	Grants payable	733,000.	733,000.
19	Deferred revenue	0	0
20	Tax-exempt bond liabilities	0	0
21	Escrow or custodial account liability. Complete Part IV of Schedule D	0	0
22	Loans and other payables to current and former officers, directors, trustees, key employees, highest compensated employees, and disqualified persons. Complete Part II of Schedule L	0	0
23	Secured mortgages and notes payable to unrelated third parties	0	1,159,203.
24	Unsecured notes and loans payable to unrelated third parties	0	2,500,000.
25	Other liabilities (including federal income tax, payables to related third parties, and other liabilities not included on lines 17-24). Complete Part X of Schedule D	0	0
26	Total liabilities. Add lines 17 through 26	803,061.	5,628,863.
Net Assets or Fund Balances			
	Organizations that follow SFAS 117 (ASC 958), check here ► <input checked="" type="checkbox"/> and complete lines 27 through 29, and lines 33 and 34.		
27	Unrestricted net assets	5,455,750.	873,356.
28	Temporarily restricted net assets	769,687.	1,855,006.
29	Permanently restricted net assets	0	0
	Organizations that do not follow SFAS 117 (ASC 958), check here ► <input type="checkbox"/> and complete lines 30 through 34.		
30	Capital stock or trust principal, or current funds	30	
31	Paid-in or capital surplus, or land, building, or equipment fund	31	
32	Retained earnings, endowment, accumulated income, or other funds	32	
33	Total net assets or fund balances	6,235,437.	2,728,362.
34	Total liabilities and net assets/fund balances	7,038,498.	8,357,225.

Form 990 (2012)

Form 990 (2012)

Part XI Reconciliation of Net AssetsCheck if Schedule O contains a response to any question in this Part XI

1 Total revenue (must equal Part VIII, column (A), line 12)	1	7,592,300.
2 Total expenses (must equal Part IX, column (A), line 25)	2	11,835,244.
3 Revenue less expenses. Subtract line 2 from line 1	3	-4,242,944.
4 Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	4	6,235,437.
5 Net unrealized gains (losses) on investments	5	735,869.
6 Donated services and use of facilities	6	0
7 Investment expenses	7	0
8 Prior period adjustments	8	0
9 Other changes in net assets or fund balances (explain in Schedule O)	9	0
10 Net assets or fund balances at end of year. Combine lines 3 through 9 (must equal Part X, line 33, column (B))	10	2,728,362.

Part XII Financial Statements and ReportingCheck if Schedule O contains a response to any question in this Part XII

1 Accounting method used to prepare the Form 990: <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other	Yes	No
If the organization changed its method of accounting from a prior year or checked "Other," explain in Schedule O.		
2a Were the organization's financial statements compiled or reviewed by an independent accountant?	2a	X
If "Yes," check a box below to indicate whether the financial statements for the year were compiled or reviewed on a separate basis, consolidated basis, or both:		
<input type="checkbox"/> Separate basis <input type="checkbox"/> Consolidated basis <input type="checkbox"/> Both consolidated and separate basis		
2b Were the organization's financial statements audited by an independent accountant?	2b	X
If "Yes," check a box below to indicate whether the financial statements for the year were audited on a separate basis, consolidated basis, or both:		
<input checked="" type="checkbox"/> Separate basis <input type="checkbox"/> Consolidated basis <input type="checkbox"/> Both consolidated and separate basis		
2c If "Yes" to line 2a or 2b, does the organization have a committee that assumes responsibility for oversight of the audit, review, or compilation of its financial statements and selection of an independent accountant? If the organization changed either its oversight process or selection process during the tax year, explain in Schedule O.	2c	X
3a As a result of a federal award, was the organization required to undergo an audit or audits as set forth in the Single Audit Act and OMB Circular A-133?	3a	X
b If "Yes," did the organization undergo the required audit or audits? If the organization did not undergo the required audit or audits, explain why in Schedule O and describe any steps taken to undergo such audits	3b	

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WON-EX 0129

SCHEDULE A
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Public Charity Status and Public Support

Complete if the organization is a section 501(c)(3) organization or a section 4947(a)(1) nonexempt charitable trust.

► Attach to Form 990 or Form 990-EZ. ► See separate instructions.

OMB No. 1545-0047

2012

Open to Public
Inspection

Name of the organization
WONDERWORK, INC.

Employer identification number

27-4159217

Part I Reason for Public Charity Status (All organizations must complete this part.) See instructions.

The organization is not a private foundation because it is: (For lines 1 through 11, check only one box.)

- 1 A church, convention of churches, or association of churches described in section 170(b)(1)(A)(i).
- 2 A school described in section 170(b)(1)(A)(ii). (Attach Schedule E.)
- 3 A hospital or a cooperative hospital service organization described in section 170(b)(1)(A)(iii).
- 4 A medical research organization operated in conjunction with a hospital described in section 170(b)(1)(A)(iii). Enter the hospital's name, city, and state: _____
- 5 An organization operated for the benefit of a college or university owned or operated by a governmental unit described in section 170(b)(1)(A)(iv). (Complete Part II.)
- 6 A federal, state, or local government or governmental unit described in section 170(b)(1)(A)(v).
- 7 An organization that normally receives a substantial part of its support from a governmental unit or from the general public described in section 170(b)(1)(A)(vi). (Complete Part II.)
- 8 A community trust described in section 170(b)(1)(A)(vi). (Complete Part II.)
- 9 An organization that normally receives: (1) more than 33 1/3 % of its support from contributions, membership fees, and gross receipts from activities related to its exempt functions - subject to certain exceptions, and (2) no more than 33 1/3 % of its support from gross investment income and unrelated business taxable income (less section 511 tax) from businesses acquired by the organization after June 30, 1975. See section 509(a)(2). (Complete Part III.)
- 10 An organization organized and operated exclusively to test for public safety. See section 509(a)(4).
- 11 An organization organized and operated exclusively for the benefit of, to perform the functions of, or to carry out the purposes of one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2). See section 509(a)(3). Check the box that describes the type of supporting organization and complete lines 11e through 11h.
 - a Type I b Type II c Type III-Functionally integrated d Type III-Non-functionally integrated
 - e By checking this box, I certify that the organization is not controlled directly or indirectly by one or more disqualified persons other than foundation managers and other than one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2).
 - f If the organization received a written determination from the IRS that it is a Type I, Type II, or Type III supporting organization, check this box.
 - g Since August 17, 2006, has the organization accepted any gift or contribution from any of the following persons?
 - (i) A person who directly or indirectly controls, either alone or together with persons described in (ii) and (iii) below, the governing body of the supported organization?
 - (ii) A family member of a person described in (i) above?
 - (iii) A 35% controlled entity of a person described in (i) or (ii) above?

h Provide the following information about the supported organization(s):

(I) Name of supported organization	(II) EIN	(III) Type of organization (described on lines 1-9 above or IRC section (see Instructions))	(IV) Is the organization in col. (I) listed in your governing document?		(V) Did you notify the organization in col. (II) of your support?		(VI) Is the organization in col. (I) organized in the U.S.?		(VII) Amount of monetary support	
			Yes	No	Yes	No	Yes	No	Yes	No
(A)										
(B)										
(C)										
(D)										
(E)										
Total:										

For Paperwork Reduction Act Notice, see the Instructions for Form 990 or 990-EZ.

Schedule A (Form 990 or 990-EZ) 2012

Schedule A (Form 990 or 990-EZ) 2012

Part II Support Schedule for Organizations Described in Sections 170(b)(1)(A)(iv) and 170(b)(1)(A)(vi)
 (Complete only if you checked the box on line 5, 7, or 8 of Part I or if the organization failed to qualify under Part III. If the organization fails to qualify under the tests listed below, please complete Part III.)

Section A. Public Support

Calendar year (or fiscal year beginning in) ►	(a) 2008	(b) 2009	(c) 2010	(d) 2011	(e) 2012	(f) Total
1 Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants.")	0	0	50,767	7,878,990	7,446,172	15,375,829
2 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						0
3 The value of services or facilities furnished by a governmental unit to the organization without charge						0
4 Total. Add lines 1 through 3			50,767	7,878,990	7,446,172	15,375,829
5 The portion of total contributions by each person (other than a governmental unit or publicly supported organization) included on line 1 that exceeds 2% of the amount shown on line 11, column (f).						8,084,890
6 Public support. Subtract line 5 from line 4.						7,293,039

Section B. Total Support

Calendar year (or fiscal year beginning in) ►	(a) 2008	(b) 2009	(c) 2010	(d) 2011	(e) 2012	(f) Total
7 Amounts from line 4			50,767	7,878,990	7,446,172	15,375,829
8 Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources				6	1,314	42,863
9 Net income from unrelated business activities, whether or not the business is regularly carried on						0
10 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV).						0
11 Total support. Add lines 7 through 10						15,418,492
12 Gross receipts from related activities, etc. (see instructions)				12		1,333,667
13 First five years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and stop here ► X						

Section C. Computation of Public Support Percentage

14 Public support percentage for 2012 (line 6, column (f) divided by line 11, column (f))	14	%
15 Public support percentage from 2011 Schedule A, Part II, line 14	15	%
16a 33 1/3% support test - 2012. If the organization did not check the box on line 13, and line 14 is 33 1/3% or more, check this box and stop here. The organization qualifies as a publicly supported organization ► <input type="checkbox"/>		
b 33 1/3% support test - 2011. If the organization did not check a box on line 13 or 16a, and line 15 is 33 1/3% or more, check this box and stop here. The organization qualifies as a publicly supported organization ► <input type="checkbox"/>		
17a 10%-facts-and-circumstances test - 2012. If the organization did not check a box on line 13, 16a, or 16b, and line 14 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and stop here. Explain in Part IV how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization ► <input type="checkbox"/>		
b 10%-facts-and-circumstances test - 2011. If the organization did not check a box on line 13, 16a, 16b, or 17a, and line 15 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and stop here. Explain in Part IV how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization ► <input type="checkbox"/>		
18 Private foundation. If the organization did not check a box on line 13, 16a, 16b, 17a, or 17b, check this box and see instructions ► <input type="checkbox"/>		

Schedule A (Form 990 or 990-EZ) 2012

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Part III Support Schedule for Organizations Described in Section 509(a)(2)(Complete only if you checked the box on line 9 of Part I or if the organization failed to qualify under Part II.
If the organization fails to qualify under the tests listed below, please complete Part II.)**Section A. Public Support**

Calendar year (or fiscal year beginning in) ►

	(a) 2008	(b) 2009	(c) 2010	(d) 2011	(e) 2012	(f) Total
1 Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants.")						
2 Gross receipts from admissions, merchandise sold or services performed, or facilities furnished in any activity that is related to the organization's tax-exempt purpose						
3 Gross receipts from activities that are not an unrelated trade or business under section 513						
4 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
5 The value of services or facilities furnished by a governmental unit to the organization without charge						
6 Total. Add lines 1 through 5						
7a Amounts included on lines 1, 2, and 3 received from disqualified persons						
b Amounts included on lines 2 and 3 received from other than disqualified persons that exceed the greater of \$5,000 or 1% of the amount on line 13 for the year						
c Add lines 7a and 7b.						
8 Public support (Subtract line 7c from line 6.)						

Section B. Total Support

Calendar year (or fiscal year beginning in) ►

	(a) 2008	(b) 2009	(c) 2010	(d) 2011	(e) 2012	(f) Total
9 Amounts from line 6.						
10a Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources						
b Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975						
c Add lines 10a and 10b						
11 Net income from unrelated business activities not included in line 10b, whether or not the business is regularly carried on						
12 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV.)						
13 Total support. (Add lines 9, 10c, 11, and 12.)						
14 First five years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and stop here ► <input type="checkbox"/>						

Section C. Computation of Public Support Percentage

15 Public support percentage for 2012 (line 8, column (f) divided by line 13, column (f)).	15	%
16 Public support percentage from 2011 Schedule A, Part III, line 15	16	%

Section D. Computation of Investment Income Percentage

17 Investment income percentage for 2012 (line 10c, column (f) divided by line 13, column (f))	17	%
18 Investment income percentage from 2011 Schedule A, Part III, line 17	18	%
19a 33 1/3% support tests - 2012. If the organization did not check the box on line 14, and line 15 is more than 33 1/3%, and line 17 is not more than 33 1/3%, check this box and stop here. The organization qualifies as a publicly supported organization ► <input type="checkbox"/>		
b 33 1/3% support tests - 2011. If the organization did not check a box on line 14 or line 19a, and line 16 is more than 33 1/3%, and line 18 is not more than 33 1/3%, check this box and stop here. The organization qualifies as a publicly supported organization ► <input type="checkbox"/>		
20 Private foundation. If the organization did not check a box on line 14, 19a, or 19b, check this box and see Instructions ► <input type="checkbox"/>		

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Schedule A (Form 990 or 990-EZ) 2012

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WONDERWORK, INC.

27-4159217

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Schedule A (Form 990 or 990-EZ) 2012

Part IV Supplemental Information. Complete this part to provide the explanations required by Part II, line 10; Part II, line 17a or 17b; and Part III, line 12. Also complete this part for any additional information. (See instructions).

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Schedule A (Form 990 or 990-EZ) 2012

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WON-EX 0133

SCHEDULE D
(Form 990)

Supplemental Financial Statements

OMB No. 1545-0047

2012

Open to Public
Inspection

Department of the Treasury
Internal Revenue Service

Name of the organization

WONDERWORK, INC.

Employer identification number
27-4159217

► Complete if the organization answered "Yes," to Form 990,
Part IV, line 6, 7, 8, 9, 10, 11a, 11b, 11c, 11d, 11e, 11f, 12a, or 12b.
► Attach to Form 990. ► See separate instructions.

Part I Organizations Maintaining Donor Advised Funds or Other Similar Funds or Accounts. Complete if the organization answered "Yes" to Form 990, Part IV, line 6.		
	(a) Donor advised funds	(b) Funds and other accounts
1 Total number at end of year		
2 Aggregate contributions to (during year)		
3 Aggregate grants from (during year)		
4 Aggregate value at end of year		
5 Did the organization inform all donors and donor advisors in writing that the assets held in donor advised funds are the organization's property, subject to the organization's exclusive legal control?	<input type="checkbox"/> Yes	<input type="checkbox"/> No
6 Did the organization inform all grantees, donors, and donor advisors in writing that grant funds can be used only for charitable purposes and not for the benefit of the donor or donor advisor, or for any other purpose conferring impermissible private benefit?	<input type="checkbox"/> Yes	<input type="checkbox"/> No
Part II Conservation Easements. Complete if the organization answered "Yes" to Form 990, Part IV, line 7.		
1 Purpose(s) of conservation easements held by the organization (check all that apply).		
<input type="checkbox"/> Preservation of land for public use (e.g., recreation or education)	<input type="checkbox"/> Preservation of an historically important land area	
<input type="checkbox"/> Protection of natural habitat	<input type="checkbox"/> Preservation of a certified historic structure	
<input type="checkbox"/> Preservation of open space		
2 Complete lines 2a through 2d if the organization held a qualified conservation contribution in the form of a conservation easement on the last day of the tax year.	Held at the End of the Tax Year	
a Total number of conservation easements	2a	
b Total acreage restricted by conservation easements	2b	
c Number of conservation easements on a certified historic structure included in (a)	2c	
d Number of conservation easements included in (c) acquired after 8/17/06, and not on a historic structure listed in the National Register	2d	
3 Number of conservation easements modified, transferred, released, extinguished, or terminated by the organization during the tax year ► -----		
4 Number of states where property subject to conservation easement is located ► -----		
5 Does the organization have a written policy regarding the periodic monitoring, inspection, handling of violations, and enforcement of the conservation easements it holds?	<input type="checkbox"/> Yes	<input type="checkbox"/> No
6 Staff and volunteer hours devoted to monitoring, inspecting, and enforcing conservation easements during the year ► -----		
7 Amount of expenses incurred in monitoring, inspecting, and enforcing conservation easements during the year ► \$ -----		
8 Does each conservation easement reported on line 2(d) above satisfy the requirements of section 170(h)(4)(B) (i) and section 170(h)(4)(B)(II)?	<input type="checkbox"/> Yes	<input type="checkbox"/> No
9 In Part XIII, describe how the organization reports conservation easements in its revenue and expense statement, and balance sheet, and include, if applicable, the text of the footnote to the organization's financial statements that describes the organization's accounting for conservation easements.		
Part III Organizations Maintaining Collections of Art, Historical Treasures, or Other Similar Assets. Complete if the organization answered "Yes" to Form 990, Part IV, line 8.		
1a If the organization elected, as permitted under SFAS 116 (ASC 958), not to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide, in Part XIII, the text of the footnote to its financial statements that describes these items.		
b If the organization elected, as permitted under SFAS 116 (ASC 958), to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide the following amounts relating to these items:		
(i) Revenues included in Form 990, Part VIII, line 1	► \$ -----	
(ii) Assets included in Form 990, Part X	► \$ -----	
2 If the organization received or held works of art, historical treasures, or other similar assets for financial gain, provide the following amounts required to be reported under SFAS 116 (ASC 958) relating to these items:		
a Revenues included in Form 990, Part VIII, line 1	► \$ -----	
b Assets included in Form 990, Part X	► \$ -----	

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Schedule D (Form 990) 2012

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Schedule D (Form 990) 2012

Part III Organizations Maintaining Collections of Art, Historical Treasures, or Other Similar Assets (continued)

- 3 Using the organization's acquisition, accession, and other records, check any of the following that are a significant use of its collection items (check all that apply):

a <input type="checkbox"/> Public exhibition	d <input type="checkbox"/> Loan or exchange programs
b <input type="checkbox"/> Scholarly research	e <input type="checkbox"/> Other
c <input type="checkbox"/> Preservation for future generations	

- 4 Provide a description of the organization's collections and explain how they further the organization's exempt purpose in Part XIII.

- 5 During the year, did the organization solicit or receive donations of art, historical treasures, or other similar assets to be sold to raise funds rather than to be maintained as part of the organization's collection? Yes No

Part IV Escrow and Custodial Arrangements. Complete if the organization answered "Yes" to Form 990, Part IV, line 9, or reported an amount on Form 990, Part X, line 21.

- 1a Is the organization an agent, trustee, custodian or other intermediary for contributions or other assets not included on Form 990, Part X? Yes No

b If "Yes," explain the arrangement in Part XIII and complete the following table:

		Amount
		1c
		1d
		1e
		1f

- 2a Did the organization include an amount on Form 990, Part X, line 21? Yes No

b If "Yes," explain the arrangement in Part XIII. Check here if the explanation has been provided in Part XIII.

Part V Endowment Funds. Complete if the organization answered "Yes" to Form 990, Part IV, line 10.

	(a) Current year	(b) Prior year	(c) Two years back	(d) Three years back	(e) Four years back
1a Beginning of year balance					
b Contributions					
c Net investment earnings, gains, and losses					
d Grants or scholarships					
e Other expenditures for facilities and programs					
f Administrative expenses					
g End of year balance					

- 2 Provide the estimated percentage of the current year end balance (line 1g, column (a)) held as:

a Board designated or quasi-endowment ► %

b Permanent endowment ► %

c Temporarily restricted endowment ► %

The percentages in lines 2a, 2b, and 2c should equal 100%.

- 3a Are there endowment funds not in the possession of the organization that are held and administered for the organization by:

(i) unrelated organizations

(ii) related organizations

b If "Yes" to 3a(ii), are the related organizations listed as required on Schedule R?

Yes	No
3a(i)	
3a(ii)	

- 4 Describe in Part XIII the intended uses of the organization's endowment funds.

Part VI Land, Buildings, and Equipment. See Form 990, Part X, line 10.

Description of property	(a) Cost or other basis (investment)	(b) Cost or other basis (other)	(c) Accumulated depreciation	(d) Book value
1a Land				
b Buildings				
c Leasehold improvements	56,677.	1,667.	55,010.	
d Equipment	45,950.	12,168.	33,782.	
e Other	44,921.	2,123.	42,798.	
Total. Add lines 1a through 1e. (Column (d) must equal Form 990, Part X, column (B), line 10(c).)				131,590.

Schedule D (Form 990) 2012

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WON-EX 0135

WONDERWORK, INC.

27-4159217

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Schedule D (Form 990) 2012

Part VII Investments - Other Securities. See Form 990, Part X, line 12.

(a) Description of security or category (including name of security)	(b) Book value	(c) Method of valuation: Cost or end-of-year market value
(1) Financial derivatives		
(2) Closely-held equity interests		
(3) Other		
(A)		
(B)		
(C)		
(D)		
(E)		
(F)		
(G)		
(H)		
(I)		
Total. (Column (b) must equal Form 990, Part X, col. (B) line 12.) ►		

Part VIII Investments - Program Related. See Form 990, Part X, line 13.

(a) Description of investment type	(b) Book value	(c) Method of valuation: Cost or end-of-year market value
(1)		
(2)		
(3)		
(4)		
(5)		
(6)		
(7)		
(8)		
(9)		
(10)		
Total. (Column (b) must equal Form 990, Part X, col. (B) line 13.) ►		

Part IX Other Assets. See Form 990, Part X, line 15.

(a) Description	(b) Book value
(1)	
(2)	
(3)	
(4)	
(5)	
(6)	
(7)	
(8)	
(9)	
(10)	
Total. (Column (b) must equal Form 990, Part X, col. (B) line 15.) ►	

Part X Other Liabilities. See Form 990, Part X, line 25.

(a) Description of liability	(b) Book value
(1) Federal income taxes	
(2)	
(3)	
(4)	
(5)	
(6)	
(7)	
(8)	
(9)	
(10)	
(11)	
Total. (Column (b) must equal Form 990, Part X, col. (B) line 25.) ►	

2. FIN 48 (ASC 740) Footnote. In Part XIII, provide the text of the footnote to the organization's financial statements that reports the organization's liability for uncertain tax positions under FIN 48 (ASC 740). Check here if the text of the footnote has been provided in Part XIII. X

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Schedule D (Form 990) 2012

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WON-EX 0136

WONDERWORK, INC.

27-4159217

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Schedule D (Form 990) 2012

Part XI Reconciliation of Revenue per Audited Financial Statements With Revenue per Return		
1 Total revenue, gains, and other support per audited financial statements	1	8,328,169.
2 Amounts included on line 1 but not on Form 990, Part VIII, line 12:		
a Net unrealized gains on investments	2a	735,869.
b Donated services and use of facilities	2b	
c Recoveries of prior year grants	2c	
d Other (Describe in Part XIII.)	2d	
e Add lines 2a through 2d	2e	735,869.
3 Subtract line 2e from line 1	3	7,592,300.
4 Amounts included on Form 990, Part VIII, line 12, but not on line 1:		
a Investment expenses not included on Form 990, Part VIII, line 7b	4a	
b Other (Describe in Part XIII.)	4b	
c Add lines 4a and 4b	4c	
5 Total revenue. Add lines 3 and 4c. (This must equal Form 990, Part I, line 12)	5	7,592,300.

Part XII Reconciliation of Expenses per Audited Financial Statements With Expenses per Return		
1 Total expenses and losses per audited financial statements	1	11,835,244.
2 Amounts included on line 1 but not on Form 990, Part IX, line 25:		
a Donated services and use of facilities	2a	
b Prior year adjustments	2b	
c Other losses	2c	
d Other (Describe in Part XIII.)	2d	
e Add lines 2a through 2d	2e	
3 Subtract line 2e from line 1	3	11,835,244.
4 Amounts included on Form 990, Part IX, line 25, but not on line 1:		
a Investment expenses not included on Form 990, Part VIII, line 7b	4a	
b Other (Describe in Part XIII.)	4b	
c Add lines 4a and 4b	4c	
5 Total expenses. Add lines 3 and 4c. (This must equal Form 990, Part I, line 18)	5	11,835,244.

Part XIII Supplemental Information

Complete this part to provide the descriptions required for Part II, lines 3, 5, and 6; Part III, lines 1a and 4; Part IV, lines 1b and 2b; Part V, line 4; Part X, line 2; Part XI, lines 2d and 4b; and Part XII, lines 2d and 4b. Also complete this part to provide any additional information.

SEE PAGE 5

Schedule D (Form 990) 2012

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WON-EX 0137

UNCERTAIN TAX POSITIONS

FORM 990, SCHEDULE D, PART X, LINE 2

WONDERWORK RECOGNIZES THE EFFECT OF INCOME TAX POSITIONS ONLY IF THOSE POSITIONS ARE MORE LIKELY THAN NOT OF BEING SUSTAINED. INCOME GENERATED FROM ACTIVITIES UNRELATED TO WONDERWORK'S EXEMPT PURPOSE IS SUBJECT TO TAX UNDER INTERNAL REVENUE CODE SECTION 511. WONDERWORK UTILIZES A THRESHOLD OF MORE-LIKELY-THAN-NOT FOR RECOGNITION AND DERECOGNITION OF TAX POSITIONS TAKEN OR EXPECTED TO BE TAKEN IN A TAX RETURN. WONDERWORK DID NOT RECOGNIZE ANY UNRELATED BUSINESS INCOME FOR TAX LIABILITY FOR THE YEAR ENDED JUNE 30, 2013 AND 2012.

**SCHEDULE F
(Form 990)****Statement of Activities Outside the United States**

OMB No. 1545-0047

2012Open to Public
InspectionDepartment of the Treasury
Internal Revenue Service

Name of the organization

WONDERWORK, INC.

Employer identification number
27-4159217

- Complete if the organization answered "Yes" to Form 990,
Part IV, line 14b, 15, or 16.
► Attach to Form 990. ► See separate instructions.

Part I General Information on Activities Outside the United States. Complete if the organization answered "Yes" to Form 990, Part IV, line 14b.

- 1 For grantmakers. Does the organization maintain records to substantiate the amount of its grants and other assistance, the grantees' eligibility for the grants or assistance, and the selection criteria used to award the grants or assistance? Yes No
- 2 For grantmakers. Describe in Part V the organization's procedures for monitoring the use of its grants and other assistance outside the United States.

3 Activities per Region. (The following Part I, line 3 table can be duplicated if additional space is needed.)

(a) Region	(b) Number of offices in the region	(c) Number of employees, agents, and independent contractors in region	(d) Activities conducted in region (by type) (e.g., fundraising, program services, investments, grants to recipients located in the region)	(e) If activity listed in (d) is a program service, describe specific type of service(s) in region	(f) Total expenditures for and investments in region
(1) SOUTH ASIA			GRANTMAKING		365,000.
(2) SOUTH ASIA		1.	PROGRAM SERVICES	PROGRAM CONSULTING	4,500.
(3) SUB-SAHARAN AFRICA			GRANTMAKING		80,000.
(4) EUROPE			GRANTMAKING		60,000.
(5) EAST ASIA AND THE PACIFIC			GRANTMAKING		17,500.
(6) NORTH AMERICA			GRANTMAKING		10,000.
(7) SOUTH AMERICA			GRANTMAKING		10,000.
(8)					
(9)					
(10)					
(11)					
(12)					
(13)					
(14)					
(15)					
(16)					
(17)					
3a Sub-total,		1.			547,000.
b Total from continuation sheets to Part I					
c Totals (add lines 3a and 3b)		1.			547,000.

For Paperwork Reduction Act Notice, see the Instructions for Form 990.

Schedule F (Form 990) 2012

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WON-EX 0139

Part II Grants and Other Assistance to Organizations or Entities Outside the United States. Complete if the organization answered "Yes" to Form 990, Part IV, line 15, for any recipient who received more than \$5,000. Part II can be duplicated if additional space is needed.

1	(a) Name of organization	(b) IRS code section and EIN (if applicable)	(c) Region	(d) Purpose of grant	(e) Amount of cash grant	(f) Manner of cash disbursement	(g) Description of non-cash assistance	(h) Method of valuation (book, FMV, appraised, other)
(1)		SOUTH ASIA	CRAFTART		10,000.	CHECK		
(2)		SOUTH ASIA	CRAFTART		10,000.	CHECK		
(3)		EAST ASIA/PACIFIC	CRAFTART		10,000.	CHECK		
(4)		SOUTH ASIA	CRAFTFOOT		10,000.	WIRE		
(5)		SOUTH ASIA	CRAFTFOOT		10,000.	WIRE		
(6)		SOUTH ASIA	CRAFTART		10,000.	WIRE		
(7)		SOUTH ASIA	CRAFTFOOT		10,000.	WIRE		
(8)		NORTH AMERICA	BURN CRAFTS		10,000.	CHECK		
(9)		SOUTH AMERICA	CRAFTFOOT		10,000.	CHECK		
(10)		SUB-SAHDAN AFRICA	BURN		10,000.	WIRE		
(11)		SUB-SAHADAN AFRICA	BURN		10,000.	CHECK		
(12)		SOUTH ASIA	BURN		60,000.	WIRE		
(13)		SOUTH ASIA	CRAFTART		10,000.	CHECK		
(14)		SOUTH ASIA	CRAFTART		10,000.	CHECK		
(15)		SOUTH ASIA	CRAFTART		10,000.	CHECK		
(16)		SOUTH ASIA	CRAFTFOOT		10,000.	CHECK		

- 2 Enter total number of recipient organizations listed above that are recognized as charities by the foreign country, recognized as tax-exempt by the IRS, or for which the grantee or counsel has provided a section 501(c)(3) equivalency letter.

3 Enter total number of other organizations or entities

Schedule F (Form 990) 2012

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WON-EX 0140

Part II Grants and Other Assistance to Organizations or Entities Outside the United States. Complete if the organization answered "Yes" to Form 990, Part IV, line 15, for any recipient who received more than \$5,000. Part II can be duplicated if additional space is needed.

1	(a) Name of organization	(b) IRS code section and EIN (if applicable)	(c) Region	(d) Purpose of grant	(e) Amount of cash grant	(f) Manner of disbursement	(g) Method of valuation, if relevant (box, fair, actual, other)	(h) Description of research assistance
(1)			SOUTH ASIA	CONTRACT	10,000.	CHECK		
(2)			SOUTH ASIA	CONTRACT	10,000.	WIRE		
(3)			SOUTH ASIA	CONTRACT	10,000.	WIRE		
(4)			SOUTH ASIA	CONTRACT	10,000.	CHECK		
(5)			SOUTH ASIA	CONTRACT, BU	10,000.	CHECK		
(6)			SOUTH ASIA	BURN	10,000.	WIRE		
(7)			SOUTH ASIA	CONTRACT	10,000.	WIRE		
(8)			SOUTH ASIA	CONTRACT	15,000.	WIRE		
(9)			SOUTH ASIA	CONTRACT	10,000.	WIRE		
(10)			SOUTH ASIA	CONTRACT	10,000.	WIRE		
(11)			SOUTH ASIA	CONTRACT	10,000.	WIRE		
(12)			SOUTH ASIA	CONTRACT	10,000.	WIRE		
(13)			SOUTH ASIA	CONTRACT	10,000.	WIRE		
(14)			SOUTH ASIA	CONTRACT	10,000.	CHECK		
(15)			EUROPE/ICELAND/GREENLAND	CONTRACT	10,000.	CHECK		
(16)	SUB-AFRICAN AFRICA	HYDROPHAGU			15,000.	CHECK		

- 2 Enter total number of recipient organizations listed above that are recognized as charities by the foreign country, recognized as tax-exempt by the IRS, or for which the grantees or counsels has provided a section 501(c)(3) equivalency letter.
- 3 Enter total number of other organizations or entities.

Schedule F (Form 990) 2012

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WON-EX 0141

WONDERWORK, INC.

Schedule F (Form 990) 2012

Part II Grants and Other Assistance to Organizations or Entities Outside the United States. Complete if the organization answered "Yes" to Form 990,27-4159217
Page 2**Part IV, line 15, for any recipient who received more than \$5,000. Part II can be duplicated if additional space is needed.**

1	(a) Name of organization	(b) IRS code section and EIN (if applicable)	(c) Region	(d) Purpose of grant	(e) Amount of cash grant	(f) Manner of cash disbursement	(g) Amount of non-cash assistance	(h) Description of non-cash assistance	(i) Method of valuation (book, FMV, appraisal, other)
(1)		SUB-SAHARAN AFRICA	CATERACT		10,000.	CHECK			
(2)		SOUTH ASIA	CLIFEROOT, BU		10,000.	CHECK			
(3)		SOUTH ASIA	BURN		10,000.	CHECK			
(4)		SOUTH ASIA	CATERACT		10,000.	WIRE			
(5)		SUB-SAHARAN AFRICA	CATERACT		10,000.	WIRE			
(6)		SUB-SAHARAN AFRICA	CATERACT		10,000.	WIRE			
(7)		EUROPE/ICELAND/GREENLAND	BURN		10,000.	CHECK			
(8)		EAST ASIA/ PACIFIC	ROLE IN HARS		7,500.	CHECK			
(9)		SUB-SAHARAN AFRICA	CLIFEROOT		10,000.	WIRE			
(10)		EUROPE/ICELAND/GREENLAND	SHPE SURGERY		10,000.	CHECK			
(11)		EUROPE/ICELAND/GREENLAND	SHPE SURGERY		10,000.	CHECK			
(12)		EUROPE/ICELAND/GREENLAND	CLIFEROOT, CA		10,000.	CHECK			
(13)		EUROPE/ICELAND/GREENLAND	BURN		10,000.	CHECK			
(14)									
(15)									
(16)									

2 Enter total number of recipient organizations listed above that are recognized as charities by the foreign country, recognized as tax-exempt by the IRS, or for which the grantees or donees has provided a section 501(c)(3) equivalency letter.

3 Enter total number of other organizations or entities.

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Schedule F (Form 990) 2012

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WON-EX 0142

WONDERWORK, INC.
Schedule F (Form 990) 2012

Grants and Other Assistance to Individuals Outside the United States. Complete if the organization answered "Yes" to Form 990, Part IV, line 16.
Part III can be duplicated if additional space is needed.

(a) Type of grant or assistance	(b) Region	(c) Number of recipients	(d) Amount of cash grant	(e) Manner of cash disbursement	(f) Amount of non-cash assistance	(g) Description of non-cash assistance	(h) Method of valuation (book, FMV, appraisal, other)
(1)							
(2)							
(3)							
(4)							
(5)							
(6)							
(7)							
(8)							
(9)							
(10)							
(11)							
(12)							
(13)							
(14)							
(15)							
(16)							
(17)							
(18)							

Schedule F (Form 990) 2012

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WON-EX 0143

WONDERWORK, INC.

27-4159217

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Schedule F (Form 990) 2012

Part IV Foreign Forms

- 1 Was the organization a U.S. transferor of property to a foreign corporation during the tax year? If "Yes,"
the organization may be required to file Form 926, Return by a U.S. Transferor of Property to a Foreign Corporation (see Instructions for Form 926) Yes No
- 2 Did the organization have an interest in a foreign trust during the tax year? If "Yes," the organization
may be required to file Form 3520, Annual Return to Report Transactions with Foreign Trusts and Receipt of Certain Foreign Gifts, and/or Form 3520-A, Annual Information Return of Foreign Trust With a U.S. Owner (see Instructions for Forms 3520 and 3520-A) Yes No
- 3 Did the organization have an ownership interest in a foreign corporation during the tax year? If "Yes,"
the organization may be required to file Form 5471, Information Return of U.S. Persons With Respect To Certain Foreign Corporations. (see Instructions for Form 5471) Yes No
- 4 Was the organization a direct or indirect shareholder of a passive foreign investment company or a
qualified electing fund during the tax year? If "Yes," the organization may be required to file Form 8821,
Information Return by a Shareholder of a Passive Foreign Investment Company or Qualified Electing Fund. (see Instructions for Form 8821) Yes No
- 5 Did the organization have an ownership interest in a foreign partnership during the tax year? If "Yes,"
the organization may be required to file Form 8865, Return of U.S. Persons With Respect To Certain Foreign Partnerships. (see Instructions for Form 8865) Yes No
- 6 Did the organization have any operations in or related to any boycotting countries during the tax year? If
"Yes," the organization may be required to file Form 5713, International Boycott Report (see Instructions for Form 5713) Yes No

Schedule F (Form 990) 2012

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WON-EX 0144

Part V Supplemental Information

Complete this part to provide the information required by Part I, line 2 (monitoring of funds); Part I, line 3, column (f) (accounting method; amounts of investments vs. expenditures per region); Part II, line 1 (accounting method); Part III (accounting method); and Part III, column (c) (estimated number of recipients), as applicable. Also complete this part to provide any additional information (see instructions).

GRANT ELIGIBILITY

FORM 990, SCHEDULE F, PART I, LINE 1

THE ORGANIZATION HAS A SPECIFIC METHODOLOGY FOR SELECTING PROGRAM GRANTEES, WHICH INCLUDES EXTENSIVE RESEARCH INTO A POTENTIAL GRANTEE'S MISSION AND PROGRAMS. THE SELECTION PROCESS ALSO INCLUDES OBTAINING THIRD PARTY REFERENCES ABOUT THE GRANTEE'S HISTORY AND CROSS REFERENCING WITH THE US DEPARTMENT OF THE TREASURY AND THE TERRORISM AND FINANCIAL INTELLIGENCE OFFICE.

SCHEDULE G
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

**Supplemental Information Regarding
Fundraising or Gaming Activities**

Complete if the organization answered "Yes" to Form 990, Part IV, lines 17, 18, or 19, or if the organization entered more than \$15,000 on Form 990-EZ, line 6a.

► Attach to Form 990 or Form 990-EZ. ► See separate instructions.

OMB No. 1545-0047

2012

Open to Public
Inspection

Name of the organization
WONDERWORK, INC.

Employer identification number
27-4159217

Fundraising Activities. Complete if the organization answered "Yes" to Form 990, Part IV, line 17.
Part I Form 990-EZ filers are not required to complete this part.

1 Indicate whether the organization raised funds through any of the following activities. Check all that apply.

- | | |
|--|---|
| a <input checked="" type="checkbox"/> Mail solicitations | e <input checked="" type="checkbox"/> Solicitation of non-government grants |
| b <input checked="" type="checkbox"/> Internet and email solicitations | f <input type="checkbox"/> Solicitation of government grants |
| c <input type="checkbox"/> Phone solicitations | g <input type="checkbox"/> Special fundraising events |
| d <input checked="" type="checkbox"/> In-person solicitations | |

2a Did the organization have a written or oral agreement with any individual (including officers, directors, trustees or key employees listed in Form 990, Part VII) or entity in connection with professional fundraising services? Yes No

b If "Yes," list the ten highest paid individuals or entities (fundraisers) pursuant to agreements under which the fundraiser is to be compensated at least \$5,000 by the organization.

(i) Name and address of individual or entity (fundraiser)	(ii) Activity	(iii) Did fundraiser have custody or control of contributions?	(iv) Gross receipts from activity	(v) Amount paid to (or retained by) fundraiser listed in col. (i)	(vi) Amount paid to (or retained by) organization
1	DIRECT MAIL	Yes	No		
2			X	160,000.	-160,000.
3					
4					
5					
6					
7					
8					
9					
10					
Total				160,000.	-160,000.

3 List all states in which the organization is registered or licensed to solicit contributions or has been notified it is exempt from registration or licensing.

AL, AK, AZ, AR, CA, CO, CT, DC, FL, GA, HI, IL,
KS, KY, ME, MD, MA, MI, MN, MS, NH, NJ, NM, NY, NC, ND, OH,
OK, OR, PA, RI, SC, TN, UT, VA, WA, WV, WI,

Schedule G (Form 990 or 990-EZ) 2012

Part II Fundraising Events. Complete if the organization answered "Yes" to Form 990, Part IV, line 18, or reported more than \$15,000 of fundraising event contributions and gross income on Form 990-EZ, lines 1 and 6b. List events with gross receipts greater than \$5,000.

		(a) Event #1 (event type)	(b) Event #2 (event type)	(c) Other events (total number)	(d) Total events (add col. (a) through col. (c))
Revenue	1 Gross receipts				
	2 Less: Contributions				
	3 Gross income (line 1 minus line 2),				
	4 Cash prizes				
	5 Noncash prizes				
Direct Expenses	6 Rent/facility costs				
	7 Food and beverages				
	8 Entertainment				
	9 Other direct expenses				
	10 Direct expense summary. Add lines 4 through 9 in column (d)				► ()
	11 Net income summary. Combine line 3, column (d), and line 10				► ()

Part III Gaming. Complete if the organization answered "Yes" to Form 990, Part IV, line 19, or reported more than \$15,000 on Form 990-EZ, line 6a.

		(a) Bingo	(b) Pull tabs/Instant bingo/progressive bingo	(c) Other gaming	(d) Total gaming (add col. (a) through col. (c))
Revenue	1 Gross revenue				
	2 Cash prizes				
	3 Noncash prizes				
Direct Expenses	4 Rent/facility costs				
	5 Other direct expenses				
	6 Volunteer labor	Yes _____ % No	Yes _____ % No	Yes _____ % No	
	7 Direct expense summary. Add lines 2 through 5 in column (d)				► ()
	8 Net gaming income summary. Combine line 1, column d, and line 7				► ()

9 Enter the state(s) in which the organization operates gaming activities:

- a Is the organization licensed to operate gaming activities in each of these states? Yes No
 b If "No," explain: _____

10 a Were any of the organization's gaming licenses revoked, suspended or terminated during the tax year? Yes No
 b If "Yes," explain: _____

Schedule G (Form 990 or 990-EZ) 2012

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WONDERWORK, INC.

27-4159217

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Schedule G (Form 990 or 990-EZ) 2012

- 11** Does the organization operate gaming activities with nonmembers? Yes No
- 12** Is the organization a grantor, beneficiary or trustee of a trust or a member of a partnership or other entity formed to administer charitable gaming? Yes No
- 13** Indicate the percentage of gaming activity operated in:
- | | | |
|-------------------------------|-----|---|
| a The organization's facility | 13a | % |
| b An outside facility | 13b | % |
- 14** Enter the name and address of the person who prepares the organization's gaming/special events books and records:

Name ► _____

Address ► _____

- 15 a** Does the organization have a contract with a third party from whom the organization receives gaming revenue? Yes No
- b** If "Yes," enter the amount of gaming revenue received by the organization ► \$ _____ and the amount of gaming revenue retained by the third party ► \$ _____
- c** If "Yes," enter name and address of the third party:

Name ► _____

Address ► _____

16 Gaming manager information:

Name ► _____

Gaming manager compensation ► \$ _____

Description of services provided ► _____

 Director/officer Employee Independent contractor**17** Mandatory distributions:

- a** Is the organization required under state law to make charitable distributions from the gaming proceeds to retain the state gaming license? Yes No
- b** Enter the amount of distributions required under state law to be distributed to other exempt organizations or spent in the organization's own exempt activities during the tax year ► \$ _____

Part IV **Supplemental Information.** Complete this part to provide the explanation required by Part I, line 2b, columns (iii) and (v), and Part III, lines 9, 9b, 10b, 15b, 15c, 16, and 17b, as applicable. Also complete this part to provide any additional information (see instructions).

Schedule G (Form 990 or 990-EZ) 2012

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WON-EX 0148

SCHEDULE I
(Form 990)

**Grants and Other Assistance to Organizations,
Governments, and Individuals in the United States**

Department of the Treasury

Internal Revenue Service

Name of the organization

WONDERWORK, INC.

OMB No. 1544-0047

2012

Open to Public
Inspection

Complete if the organization answered "Yes" to Form 990, Part IV, line 21 or 22.

► Attach to Form 990.

Name of the organization

27-4159217

Employer identification number

Part I General Information on Grants and Assistance

- 1 Does the organization maintain records to substantiate the amount of the grants or assistance, the grantees' eligibility for the grants or assistance, and the selection criteria used to award the grants or assistance? Yes No
- 2 Describe in Part IV the organization's procedures for monitoring the use of grant funds in the United States.

Part II Grants and Other Assistance to Governments and Organizations in the United States Complete if the organization answered "Yes" to Form 990, Part IV, line 21, for any recipient that received more than \$5,000. Part II can be duplicated if additional space is needed.

1	2	3	4	5	6	7	8	9	10	11	12
(a) Name and address of organization or government	(b) EIN	(c) 501(c)(3) if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, fair market, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance				
(1) CORE INTERNATIONAL, 701 BOULEVARD, LEHIGH, PA 17043	58-2248383	501(c)(3)	190,200				CLAWFOOT				
(2) RESURGE, 145 N MICHIE ROAD, SUNNYVALE, CA 94086	23-2297770	501(c)(3)	10,000				BURN				
(3) SURGICAL VOLUNTEERS INTERNATIONAL, 65712 E. MESA RINGS, CT, TUCSON, AZ 85739	06-1815914	501(c)(3)	10,000				BURN				
(4) ASSETS FOUNDATION, 4000 LEGATO ROAD FAIRFAX, VA 22033	23-7398748	501(c)(3)	30,000				CATARACT				
(5) AMREF USA OFFICE, 4 WEST 42ND STREET NEW YORK, NY 10036	13-1867411	501(c)(3)	15,000				BURN				
(6) SANKALYA NEPALAYA OR TRUST, INC., 9710 TRANTILLE C'MAN DR., ROCKVILLE, MD 20850	52-1611548	501(c)(3)	10,000				CATARACT				
(7) UNITE FOR SIGHT, 234 CHURCH STREET NEW HAVEN, CT 06510	32-2081616	501(c)(3)	10,000				CATARACT				
(8) MEDICAL BENEFICENCE FOUNDATION, 10107 CONCRETE DRIVE SPARTAN, TX 77477	52-6046138	501(c)(3)	10,000				CATARACT, BURN				
(9) CHILDREN'S SURGICAL CENTRE, PO. BOX 2345, KODIAK, AK 99615	71-0897416	501(c)(3)	10,000				BURN, CATARACT				
(10) PROSTHETICS EXPREACH FOUNDATION, 400 EAST PINE STREET SEATTLE, WA 98122	91-1452216	501(c)(3)	10,000				CLAWFOOT				
(11) SIGHTSAVERS, INC., PO. BOX 912 AVE, MA 01432	31-1740776	501(c)(3)	15,000				CATARACT				
(12) DOCTORS COLLABORATING TO HELP CHILDREN 32, ORNSTEIN RD, MAYLAND, MA 01728	27-3911279	501(c)(3)	10,000				BURNS				

2 Enter total number of section 501(c)(3) and government organizations listed in the line 1 table

3 Enter total number of other organizations listed in the line 1 table

For Paperwork Reduction Act Notice, see the Instructions for Form 990.

Schedule I (Form 990) (2012)

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WON-EX 0149

SCHEDULE I
(Form 990)

**Grants and Other Assistance to Organizations,
Governments, and Individuals in the United States**

Department of the Treasury

Internal Revenue Service

Name of the organization

WONDERWORK, INC.

OMB No. 1545-0047

2012

Open to Public
Inspection

Complete if the organization answered "Yes" to Form 990, Part IV, line 21 or 22.

► Attach to Form 990.

Name of the organization

WONDERWORK, INC.

Employer identification number

27-4159217

Part I General Information on Grants and Assistance

- 1 Does the organization maintain records to substantiate the amount of the grants or assistance, the grantees' eligibility for the grants or assistance, and the selection criteria used to award the grants or assistance? Yes No
- 2 Describe in Part IV the organization's procedures for monitoring the uses of grant funds in the United States.

Part II Grants and Other Assistance to Governments and Organizations in the United States Complete if the organization answered "Yes" to Form 990, Part IV, line 21, for any recipient that received more than \$5,000. Part II can be duplicated if additional space is needed.

1	(a) Name and address of organization	(b) EIN	(c) 501(c)(3) if applicable	(d) Amount of cash grant	(e) Amount of non- cash assistance	(f) Method of valuation (book, fair market value, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
(1)	SPILLE, TRAVIS 41 MADISON AVE #28 NEW YORK, NY 10010	13-3661416	501(c)(3)	450,000.			CLEFT PALATE SURGERY	
(2)								
(3)								
(4)								
(5)								
(6)								
(7)								
(8)								
(9)								
(10)								
(11)								
(12)								

2 Enter total number of section 501(c)(3) and government organizations listed in the line 1 table

3 Enter total number of other organizations listed in the line 1 table

For Paperwork Reduction Act Notice, see the Instructions for Form 990.

Schedule I (Form 990) (2012)

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WON-EX 0150

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Part III Grants and Other Assistance to Individuals in the United States. Complete if the organization answered "Yes" on Form 990, Part IV, line 22.**Part III can be duplicated if additional spaces is needed.**

(a) Type of grant or assistance	(b) Number of recipients	(c) Amount of cash grant	(d) Amount of non-cash assistance	(e) Method of valuation (book, FMV, appraisals, other)	(f) Description of non-cash assistance
1					
2					
3					
4					
5					
6					
7					

Part IV Supplemental Information. Complete this part to provide the information required in Part I, line 2, Part III, column (b), and any other additional information.**GRANT ELIGIBILITY****FORM 990, SCHEDULE I, PART I, LINE 2****THE ORGANIZATION HAS A SPECIFIC METHODOLOGY FOR SELECTING PROGRAM**

GRANTEES, WHICH INCLUDES EXTENSIVE RESEARCH INTO A POTENTIAL GRANTEE'S MISSION AND PROGRAMS. THE SELECTION PROCESS ALSO INCLUDES OBTAINING THIRD PARTY REFERENCES ABOUT THE GRANTEE'S HISTORY AND CROSS REFERENCING WITH THE US DEPARTMENT OF THE TREASURY AND THE TERRORISM AND FINANCIAL INTELLIGENCE OFFICE.

WON-EX 0151

SCHEDULE J
(Form 990)

Compensation Information
For certain Officers, Directors, Trustees, Key Employees, and Highest
Compensated Employees
► Complete if the organization answered "Yes" to Form 990,
Part IV, line 23.

OMB No. 1545-0047

2012

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Department of the Treasury
Internal Revenue Service

Name of the organization
WONDERWORK, INC.

Employer identification number
27-4159217

Part I Questions Regarding Compensation

- 1a Check the appropriate box(es) if the organization provided any of the following to or for a person listed in Form 990, Part VII, Section A, line 1a. Complete Part III to provide any relevant information regarding these items.
- | | |
|--|--|
| <input type="checkbox"/> First-class or charter travel | <input type="checkbox"/> Housing allowance or residence for personal use |
| <input type="checkbox"/> Travel for companions | <input type="checkbox"/> Payments for business use of personal residence |
| <input type="checkbox"/> Tax indemnification and gross-up payments | <input type="checkbox"/> Health or social club dues or initiation fees |
| <input type="checkbox"/> Discretionary spending account | <input type="checkbox"/> Personal services (e.g., maid, chauffeur, chef) |
- b If any of the boxes on line 1a are checked, did the organization follow a written policy regarding payment or reimbursement or provision of all of the expenses described above? If "No," complete Part III to explain
- 2 Did the organization require substantiation prior to reimbursing or allowing expenses incurred by all officers, directors, trustees, and the CEO/Executive Director, regarding the items checked in line 1a?
- 3 Indicate which, if any, of the following the filing organization used to establish the compensation of the organization's CEO/Executive Director. Check all that apply. Do not check any boxes for methods used by a related organization to establish compensation of the CEO/Executive Director, but explain in Part III.
- | | |
|--|--|
| <input checked="" type="checkbox"/> Compensation committee | <input type="checkbox"/> Written employment contract |
| <input type="checkbox"/> Independent compensation consultant | <input type="checkbox"/> Compensation survey or study |
| <input type="checkbox"/> Form 990 of other organizations | <input type="checkbox"/> Approval by the board or compensation committee |
- 4 During the year, did any person listed in Form 990, Part VII, Section A, line 1a, with respect to the filing organization or a related organization:
- Receive a severance payment or change-of-control payment?
 - Participate in, or receive payment from, a supplemental nonqualified retirement plan?
 - Participate in, or receive payment from, an equity-based compensation arrangement?
- If "Yes" to any of lines 4a-c, list the persons and provide the applicable amounts for each item in Part III.

Only section 501(c)(3) and 501(c)(4) organizations must complete lines 5-9.

- 5 For persons listed in Form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the revenues of:
- The organization?
 - Any related organization?
- If "Yes" to line 5a or 5b, describe in Part III.
- 6 For persons listed in Form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the net earnings of:
- The organization?
 - Any related organization?
- If "Yes" to line 6a or 6b, describe in Part III.
- 7 For persons listed in Form 990, Part VII, Section A, line 1a, did the organization provide any non-fixed payments not described in lines 5 and 6? If "Yes," describe in Part III
- 8 Were any amounts reported in Form 990, Part VII, paid or accrued pursuant to a contract that was subject to the initial contract exception described in Regulations section 53.4958-4(a)(3)? If "Yes," describe in Part III
- 9 If "Yes" to line 8, did the organization also follow the rebuttable presumption procedure described in Regulations section 53.4958-6(c)?

For Paperwork Reduction Act Notice, see the Instructions for Form 990.

Schedule J (Form 990) 2012

	Yes	No
1a		
1b		
2		
3		
4a	X	
4b	X	
4c	X	
5a	X	
5b	X	
6a	X	
6b	X	
7	X	
8	X	
9		

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WON-EX 0152

WONDERWORK, INC.

27-4159217

Schedule J (Form 990) 2012

Part II Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees. Use duplicate copies if additional space is needed.

For each individual whose compensation must be reported in Schedule J, report compensation from the organization on row (i) and from related organizations, described in the instructions, on row (ii). Do not list any individuals that are not listed on Form 990, Part VII.

Note. The sum of columns (B)(i)-(iii) for each listed individual must equal the total amount of Form 990, Part VII, Section A, line 1a, applicable column (D) and (E) amounts for that individual.

(A) Name and Title	(B) Breakdown of W-2 and/or 1099-MISC compensation			(C) Retirement and other deferred compensation	(D) Noncharitable benefits	(E) Total of columns (B)(i)-(D)	(F) Compensation reported as determined in prior Form 990
	(i) Base compensation	(ii) Bonus & incentive compensation	(iii) Other reportable compensation				
BRIAN MULANEY 1 CO-FOUNDER, PRESIDENT AND CEO	\$ 475,000	0	0	0	23,277	498,277	0
HANNA FUCHS 2 CFO	\$ 200,000	0	0	0	8,198	208,198	0
3	0	0	0	0	0	0	0
4	0	0	0	0	0	0	0
5	0	0	0	0	0	0	0
6	0	0	0	0	0	0	0
7	0	0	0	0	0	0	0
8	0	0	0	0	0	0	0
9	0	0	0	0	0	0	0
10	0	0	0	0	0	0	0
11	0	0	0	0	0	0	0
12	0	0	0	0	0	0	0
13	0	0	0	0	0	0	0
14	0	0	0	0	0	0	0
15	0	0	0	0	0	0	0
16	0	0	0	0	0	0	0

Schedule J (Form 990) 2012

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WON-EX 0153

WONDERWORK, INC.

27-4159217

Schedule J (Form 990) 2012

Part III Supplemental Information

Complete this part to provide the information, explanation, or descriptions required for Part I, lines 1a, 1b, 3, 4a, 4b, 4c, 5a, 5b, 6a, 6b, 7, and 8, and for Part II.
Also complete this part for any additional information.

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Schedule J (Form 990) 2012

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WON-EX 0154

SCHEDULE O
(Form 990 or 990-EZ)

Supplemental Information to Form 990 or 990-EZ

OMB No. 1545-0047

2012

Open to Public
Inspection

Department of the Treasury
Internal Revenue Service

Name of the organization

WONDERWORK, INC.

Employer Identification number
27-4159217

ORGANIZATION'S MISSION

FORM 990, PART III, LINE 1

WONDERWORK IS A NOT-FOR-PROFIT ORGANIZATION WHICH WAS FOUNDED TO PROVIDE TREATMENT, SURGERY, AND RELATED ASSISTANCE TO CHILDREN AND ADULTS IN UNDERSERVED REGIONS OF THE WORLD. WONDERWORK PROVIDES LIFE-CHANGING SUPPORT FOR ILLNESS, DISEASE, AND DISABILITY INCLUDING BUT NOT LIMITED TO BLINDNESS, CLUBFOOT, BURN CARE, HYDROCEPHALUS, AND PEDIATRIC CARDIAC SURGERY. WONDERWORK SUPPORTS OTHER MEDICAL INSTITUTIONS AND CHARITABLE ORGANIZATIONS ENGAGED IN THE PROVISION OF THESE SERVICES; AS WELL AS, EDUCATES DOCTORS AND RAISES PUBLIC AWARENESS ON NEEDED SURGICAL CARE AND RELATED TREATMENT FOR UNDERSERVED POPULATIONS WITH DISABILITIES.

PROGRAM SERVICE ACTIVITIES

FORM 990, PART III, LINE 3

IN AUGUST 2011, WONDERWORK ENTERED INTO AN AGREEMENT TO PROVIDE SERVICES TO HELP ME SEE, ANOTHER NOT-FOR-PROFIT WITH A SIMILAR MISSION, TO ASSIST THEM IN PROGRAMMATIC, FUNDRAISING, AND ADMINISTRATIVE EFFORTS. IN EXCHANGE FOR THESE SERVICES, WONDERWORK WAS TO RECEIVE \$166,667 PER MONTH. IN ADDITION, THE AGREEMENT REQUIRED WONDERWORK TO TRANSFER \$2 MILLION TO HELP ME SEE AT THE TERMINATION OF THE AGREEMENT ON SEPTEMBER 1, 2016 AND PROVIDE AN ANNUAL GRANT TO HELP ME SEE EQUAL TO THE AMOUNT OF LARGEST GRANT WONDERWORK MADE FROM UNRESTRICTED FUNDS IN THAT YEAR. IF THE AGREEMENT TERMINATES EARLY, THE \$2 MILLION GRANT IS REQUIRED TO BE PRORATED OVER THE CONTRACT PERIOD. HELP ME SEE INFORMED WONDERWORK OF ITS

Name of the organization

WONDERWORK, INC.

Employer identification number

27-4159217

INTENTION TO TERMINATE THE AGREEMENT. CURRENTLY, HELP ME SEE AND
WONDERWORK ARE IN ARBITRATION REGARDING THE TERMINATION CLAUSE IN THE
AGREEMENT.

FORM 990 REVIEW**FORM 990, PART VI, LINE 11B**

THE FORM 990 WAS PREPARED BY AN INTERNATIONAL ACCOUNTING FIRM AND THE
FINANCE DEPARTMENT. A COPY OF THE FORM 990 WAS REVIEWED BY THE CHAIR OF
THE AUDIT COMMITTEE OF THE BOARD OF DIRECTORS AND WAS DISTRIBUTED TO ALL
BOARD MEMBERS BEFORE FILING WITH THE IRS.

CONFLICT OF INTEREST POLICY**FORM 990, PART VI, LINE 12C**

EACH OFFICER, DIRECTOR AND KEY EMPLOYEE OF THE ORGANIZATION IS REQUIRED
TO DISCLOSE ANY CONFLICTS OF INTEREST THAT ARISE THROUGH EMPLOYMENT,
BOARD SERVICE OR POSITION IN THE ORGANIZATION. THE ORGANIZATION MONITORS
COMPLIANCE WITH ITS CONFLICT OF INTEREST POLICY THROUGH ANNUAL COMPLETION
OF THE QUESTIONNAIRE AND DISCLOSURE STATEMENT THAT IS DISTRIBUTED TO
THESE INDIVIDUALS.

ALSO, NEW EMPLOYEES JOINING THE ORGANIZATION ARE REQUIRED TO COMPLETE THE
QUESTIONNAIRE. POTENTIAL CONFLICTS OF INTEREST ARE INVESTIGATED
IMMEDIATELY, AND A PERSON WHO HAS A CONFLICT OF INTEREST SHALL NOT
PARTICIPATE IN DISCUSSIONS ON ANY MATTER RELATED TO THE CONFLICT.

COMPLETED QUESTIONNAIRES ARE AVAILABLE FOR INSPECTION BY ANY BOARD MEMBER

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Schedule O (Form 990 or 990-EZ) 2012

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WON-EX 0156

Name of the organization

WONDERWORK, INC.

Employer identification number

27-4159217

AND MAY BE REVIEWED BY THE ORGANIZATION'S LEGAL COUNSEL. THE FINANCE DEPARTMENT MONITORS NEW CONTRACTS AND INVOICE PAYMENTS TO MAKE SURE THAT THE POLICY IS FOLLOWED.

PROCESS FOR DETERMINING COMPENSATION

FORM 990, PART VI, LINE 15

AN INDEPENDENT COMPENSATION COMMITTEE HAS BEEN ESTABLISHED BY THE BOARD OF DIRECTORS TO SECURE DATA FROM AND ABOUT COMPARABLE NONPROFIT ORGANIZATIONS IN OUR AREA TO BENCHMARK PAY. THE COMMITTEE WAS ESTABLISHED TO FURTHER COLLECT OTHER PUBLISHED SURVEY DATA, WHEN APPROPRIATE, OF FOR-PROFIT ORGANIZATIONS FOR SPECIFIC FUNCTIONAL COMPETENCIES SUCH AS FINANCE AND HUMAN RESOURCES. TOGETHER WITH THIS DATA FROM THE COMPARABLE LOCAL ORGANIZATIONS, DATA FROM THESE MARKET SEGMENTS ARE USED TO FORM A "MARKET COMPOSITE" TO ASSESS THE COMPETITIVENESS, FAIRNESS AND APPROPRIATENESS OF COMPENSATION PAID BY WONDERWORK TO ITS EXECUTIVES AND OTHER EMPLOYEES.

WONDERWORK'S COMPENSATION STRATEGY AND IMPLEMENTATION IS ADMINISTERED BY THIS COMPENSATION COMMITTEE, WHICH WILL REPORT ITS FINDINGS TO THE BOARD OF DIRECTORS. THE BOARD, THROUGH THIS COMMITTEE, IS RESPONSIBLE FOR ESTABLISHING AND MAINTAINING A COMPETITIVE COMPENSATION PROGRAM FOR THE ORGANIZATION AND COORDINATING AN ANNUAL REVIEW BY AN INDEPENDENT REVIEWER (OR AN INTERNAL DETERMINATION) TO EVALUATE THE ORGANIZATION'S EXECUTIVE COMPENSATION AGAINST THE COMPETITIVE MARKET. FOLLOWING THE REVIEW OF THIS EVALUATION, THE BOARD APPROVES, FOR SELECTED KEY EXECUTIVES, BASE SALARIES AND ANNUAL INCENTIVE OPPORTUNITY ADJUSTMENTS (IF ANY), AND

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Schedule O (Form 990 or 990-EZ) 2012

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WON-EX 0157

Name of the organization

WONDERWORK, INC.

Employer identification number

27-4159217

OBJECTIVES AND GOALS FOR THE UPCOMING YEAR.

COMPENSATION REVIEWS ARE CONTEMPORANEOUSLY DOCUMENTED IN BOARD AND COMMITTEE MINUTES.

DOCUMENT DISCLOSURE

FORM 990, PART VI, LINE 19

THE ORGANIZATION MAKES THE FORM 990 AVAILABLE TO THE PUBLIC BY RETAINING A COPY AT ITS HEADQUARTERS IN NEW YORK CITY. THE FORM 990 IS ALSO PUBLISHED ON THE INTERNET ON THE ORGANIZATION'S WEBSITE. THE ORGANIZATION'S FINANCIAL STATEMENTS ARE ALSO AVAILABLE ON THE WEBSITE (WWW.WONDERWORK.ORG).

THE ORGANIZATION'S GOVERNING DOCUMENTS AND CONFLICT OF INTEREST POLICY ARE AVAILABLE UPON REQUEST.

ATTACHMENT 1

FORM 990, PART VI, LINE 17 - STATES

AL, AK, AZ, AR, CA, CO, CT,

DC, FL, GA, HI, IL, KS, KY, ME, MD, MA, MI,

MN, MS, NH, NJ, NM, NY, NC, ND, OH, OK, OR, PA,

RI, SC, TN, UT, VA, WA, WV, WI,

ATTACHMENT 2

990, PART VII- COMPENSATION OF THE FIVE HIGHEST PAID IND. CONTRACTORS

NAME AND ADDRESS	DESCRIPTION OF SERVICES	COMPENSATION
HELP FOR THE CAUSE, LLC 586 LAKESHORE DRIVE BERKELEY LAKE, GA 30096	CONSULTING SERVICES	120,515.

COPY OF WITHIN PAPER
RECEIVED

MAY 08 2014

NYS OFFICE OF THE ATTORNEY GENERAL
CHARITIES BUREAU

WON-EX 0159



WONDERWORK, INC.

Financial Statements

June 30, 2013 and 2012

(With Independent Auditors' Report Thereon)

WON-EX 0160



KPMG LLP
345 Park Avenue
New York, NY 10154-0102

Independent Auditors' Report

The Board of Directors
WonderWork, Inc.:

We have audited the accompanying financial statements of WonderWork, Inc. (WonderWork), which comprise the balance sheets as of June 30, 2013 and 2012, and the related statements of activities, functional expenses, and cash flows for the years then ended, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation and fair presentation of these financial statements in accordance with U.S. generally accepted accounting principles; this includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error.

Auditors' Responsibility

Our responsibility is to express an opinion on these financial statements based on our audits. We conducted our audits in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditors' judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the organization's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the organization's internal control. Accordingly, we express no such opinion. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

In our opinion, the financial statements referred to above present fairly in all material respects, the financial position of WonderWork, Inc. as of June 30, 2013 and 2012, and the changes in its net assets and its cash flows for the years then ended in accordance with U.S. generally accepted accounting principles.

KPMG LLP

February 20, 2014

KPMG LLP is a Delaware limited liability partnership,
the U.S. member firm of KPMG International Cooperative
(KPMG International), a Swiss entity.

WON-EX 0161

WONDERWORK, INC.

Balance Sheets

June 30, 2013 and 2012

Assets	2013	2012
Cash and cash equivalents	\$ 1,178,229	818,242
Contributions receivable (note 3)	570,156	769,451
Prepaid expenses and other assets	45,625	45,625
Investments (note 4)	6,431,625	5,391,576
Property and equipment, net	131,590	13,604
Total assets	<u>\$ 8,357,225</u>	<u>7,038,498</u>
Liabilities and Net Assets		
Liabilities:		
Accounts payable and accrued expenses (note 10)	\$ 1,236,660	70,061
Loans payable (note 7)	3,659,203	—
Grants and other amounts payable to Help Me See (note 8)	<u>733,000</u>	<u>733,000</u>
Total liabilities	<u>5,628,863</u>	<u>803,061</u>
Commitments (note 5)		
Net assets:		
Unrestricted	873,356	5,465,750
Temporarily restricted (note 6)	<u>1,855,006</u>	<u>769,687</u>
Total net assets	<u>2,728,362</u>	<u>6,235,437</u>
Total liabilities and net assets	<u>\$ 8,357,225</u>	<u>7,038,498</u>

See accompanying notes to financial statements.

WONDERWORK, INC.
Statements of Activities
Years ended June 30, 2013 and 2012

	2013	2012
Change in unrestricted net assets:		
Contributions and revenues:		
Contributions	\$ 3,777,015	7,109,303
Service fees (note 8)	—	1,333,667
Investment gain (loss)	881,997	(112,676)
Net assets released from restrictions (note 6)	<u>2,583,838</u>	<u>—</u>
Total contributions and revenues	<u>7,242,850</u>	<u>8,330,294</u>
Expenses:		
Program:		
Surgical treatments and related activities, and information and health education	6,522,235	2,297,070
Management and general	527,411	114,451
Fundraising	<u>4,785,598</u>	<u>321,738</u>
Total expenses	<u>11,835,244</u>	<u>2,733,259</u>
(Decrease) increase in unrestricted net assets	<u>(4,592,394)</u>	<u>5,597,035</u>
Change in temporarily restricted net assets:		
Contributions	3,669,157	769,687
Net assets released from restrictions (note 6)	<u>(2,583,838)</u>	<u>—</u>
Increase in temporarily restricted net assets	<u>1,085,319</u>	<u>769,687</u>
(Decrease) increase in net assets	<u>(3,507,075)</u>	<u>6,366,722</u>
Net assets (deficit) at beginning of year	<u>6,235,437</u>	<u>(131,285)</u>
Net assets at end of year	<u>\$ 2,728,362</u>	<u>6,235,437</u>

See accompanying notes to financial statements.

WONDERWORK, INC.
Statement of Functional Expenses
Year ended June 30, 2013

	Supporting services				Total
	Program services	Management and general	Fund-raising	Subtotal	
Grants	\$ 1,327,500	—	—	—	1,327,500
Salaries and related expenses	917,879	150,696	301,393	452,089	1,369,958
Professional and consulting fees	245,758	361,409	115,651	477,060	722,818
Occupancy	157,154	6,684	18,662	25,346	182,500
Office supplies and services	148,932	6,334	17,686	24,020	172,952
Printing, publications, and postage	3,538,996	—	4,325,440	4,325,440	7,864,436
Depreciation	10,901	464	1,294	1,758	12,659
Travel and other miscellaneous	175,115	1,824	5,472	7,296	182,411
Total expenses	\$ 6,522,235	527,411	4,785,598	5,313,089	11,835,244

See accompanying notes to the financial statements.

WONDERWORK, INC.
Statement of Functional Expenses
Year ended June 30, 2012

	Program services	Supporting services			Total
		Management and general	Fund-raising	Subtotal	
Grants	\$ 789,800	—	—	—	789,800
Salaries and related expenses	1,020,640	90,230	130,049	220,279	1,240,919
Professional and consulting fees	179,164	7,871	11,345	19,216	198,380
Occupancy	105,498	9,327	13,442	22,769	128,267
Office supplies and services	64,420	5,694	8,208	13,902	78,322
Printing, publications, and postage	8,721	—	154,735	154,735	163,456
Depreciation	2,714	240	346	586	3,300
Travel and other miscellaneous	126,113	1,089	3,613	4,702	130,815
Total expenses	\$ 2,297,070	114,451	321,738	436,189	2,733,259

See accompanying notes to the financial statements.

WONDERWORK, INC.
Statements of Cash Flows
Years ended June 30, 2013 and 2012

	2013	2012
Cash flows from operating activities:		
Change in net assets	\$ (3,507,075)	6,366,722
Adjustments to reconcile change in net assets to net cash (used in) provided by operating activities:		
Depreciation and amortization	12,659	3,300
Net realized and unrealized (gain) loss on investments	(881,997)	112,676
Changes in operating assets and liabilities:		
Contributions receivables	199,295	(769,451)
Prepaid expenses and other assets	—	(45,625)
Accounts payable and accrued expenses	1,166,599	63,355
Grants and other amounts payable to Help Me See	—	733,000
Net cash (used in) provided by operating activities	<u>(3,010,519)</u>	<u>6,463,977</u>
Cash flows from investing activities:		
Purchases of investments	(791,214)	(\$504,252)
Sales of investments	633,162	—
Purchases of property and equipment	<u>(130,645)</u>	<u>(16,904)</u>
Net cash used in investing activities	<u>(288,697)</u>	<u>(5,521,156)</u>
Cash flows from financing activities:		
Loans payable	3,659,203	—
Loans from officer	—	205,000
Repayments of officer loans	—	(331,000)
Net cash provided by (used in) financing activities	<u>3,659,203</u>	<u>(126,000)</u>
Net increase in cash and cash equivalents	359,987	816,821
Cash and cash equivalents, beginning of year	818,242	1,421
Cash and cash equivalents, end of year	<u>\$ 1,178,229</u>	<u>818,242</u>

See accompanying notes to financial statements.

WONDERWORK, INC.

Notes to Financial Statements

June 30, 2013 and 2012

(1) Description of Organization

WonderWork, Inc. (the Organization or WonderWork) is a not-for-profit organization which was incorporated in 2011 to provide treatment, surgery, and related assistance to children and adults everywhere, including those in developing countries suffering from disease, illness, or disability, including, but not necessarily limited to, blindness, club foot, hydrocephalus, pediatric cardiac surgery, and burns; and to further support medical institutions and other charitable organizations engaged in the provision of these services; as well as creating general awareness of these disabilities and available treatments. Since the Organization was recently formed, many activities consisted of start-up related costs for the years ended June 30, 2013 and 2012. In 2012, WonderWork changed its name from Surgery for the Poor, Inc. to WonderWork, Inc.

(2) Summary of Significant Accounting Policies

(a) Basis of Presentation

The Organization's financial statements have been prepared on the accrual basis of accounting in accordance with U.S. generally accepted accounting principles. Net assets and the changes therein are classified and reported as follows:

Unrestricted – Net assets that are not subject to donor-imposed restrictions.

Temporarily Restricted – Net assets subject to donor-imposed restrictions that will be met by actions of the Organization and/or the passage of time.

Revenues are reported as increases in unrestricted net assets unless their use is limited by explicit donor-imposed restrictions or by law. Expenses are reported as decreases in net assets.

(b) Fair Value

Fair value is defined as the exchange price that would be received for an asset or paid to transfer a liability (an exit price) in the principal or most advantageous market for the asset or liability in an orderly transaction between market participants on the measurement date. The three levels of the fair value hierarchy are as follows:

- Level 1 inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities that a reporting entity has the ability to access at the measurement date.
- Level 2 inputs are inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly or indirectly.
- Level 3 inputs are unobservable inputs for the asset or liability.

The carrying amounts of the Organization's contributions receivable, accounts payable and accrued expenses, and grants payable approximated their fair values at June 30, 2013 because of the terms and relatively short maturities of these financial instruments. The estimated fair values, however, involve unobservable inputs considered to be Level 3 in the fair value hierarchy.

WONDERWORK, INC.

Notes to Financial Statements

June 30, 2013 and 2012

(c) Accounting Estimates

The preparation of the financial statements in conformity with U.S. generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosures of contingencies at the date of the financial statements and revenues and expenses recognized during the reporting period. Significant estimates made in the preparation of the financial statements include the net realizable value of contributions and functional expense allocations. Actual results could differ from those estimates.

(d) Cash and Cash Equivalents

The Organization considers all highly liquid instruments with an original maturity of three months or less to be cash equivalents. The Organization maintains cash and cash equivalents in major financial institutions. Cash held by a financial institution that exceeds the Federal Deposit Insurance Corporation (FDIC) limits exposes the Organization to a concentration of credit risk.

(e) Investments

Investments are reported at fair value based upon quoted market prices.

(f) Contributions

Contributions, including unconditional promises to give (pledges), are recognized as revenue upon receipt and are considered to be unrestricted unless they are received with donor stipulations that limit their use through either purpose or time restrictions. Contributions with donor stipulations that limit their use are considered to be temporarily restricted until the donor restrictions expire, that is, when a time restriction ends or purpose restriction is fulfilled. Upon the expiration of donor stipulations, temporarily restricted net assets are reclassified to unrestricted net assets and reported in the accompanying statements of activities as net assets released from restrictions. Contributions expected to be received after one year are discounted at a risk-adjusted rate of return.

(g) Property and Equipment

Property and equipment are stated at cost less accumulated depreciation and amortization. Depreciation is computed on the straight-line basis over the estimated useful lives of the assets ranging from 3 to 5 years. Leasehold improvements are amortized on a straight-line basis over the lesser of their useful lives or the term of the lease.

(h) Income Taxes

WonderWork recognizes the effect of income tax positions only if those positions are more likely than not of being sustained. Income generated from activities unrelated to the WonderWork's exempt purpose is subject to tax under Internal Revenue Code Section 511. WonderWork utilizes a threshold of more-likely-than-not for recognition and derecognition of tax positions taken or expected to be taken in a tax return. WonderWork did not recognize any unrelated business income tax liability for the years ended June 30, 2013 and 2012.

WONDERWORK, INC.
Notes to Financial Statements
June 30, 2013 and 2012

(3) Contributions and Contributions Receivable

Contributions receivable are scheduled to be collected as follows at June 30, 2013 and 2012:

	2013	2012
Amount due in one year or less	\$ 200,000	200,000
Amount due in 2 to 5 years	385,749	597,046
Less discount to present value at 2.4%	<u>(15,593)</u>	<u>(27,595)</u>
	\$ 570,156	769,451

Contributions receivable is from one donor at June 30, 2013 and 2012. Approximately 30% of contributions were received from two donors in 2013 and 90% of contributions were received from three donors in 2012.

(4) Investments

The following presents the Organization's investments measured at fair value as of June 30, 2013 and 2012. These all represent Level 1 investments in the fair value hierarchy.

	2013	2012
Vanguard Total World Stock	\$ 6,190,423	5,177,412
Vanguard All World Stock Excluding U.S.	175,670	158,224
Vanguard - Other	65,532	53,511
Other	—	2,429
Total investments	\$ 6,431,625	5,391,576

(5) Commitments

The Organization has a lease agreement for the rental of its office in New York. Approximate minimum annual rentals related to this lease are as follows for the years ending June 30:

2014	\$ 182,500
2015	182,500
2016	136,875
	\$ 501,875

Rent expense for the years ended June 30, 2013 and 2012 amounted to approximately \$182,500 and \$128,000, respectively.

WONDERWORK, INC.
Notes to Financial Statements
June 30, 2013 and 2012

(6) Temporarily Restricted Net Assets

Temporarily restricted net assets are available for the following as of June 30, 2013 and 2012:

	2013	2012
Blindness	\$ 130,943	—
Burns	559,412	—
Clubfoot	594,495	—
Time	570,156	769,687
	<hr/> <u>\$ 1,855,006</u>	<hr/> <u>769,687</u>

Net assets were released from restrictions during the year ended June 30, 2013 by incurring expenses or the passage of time as follows:

Blindness	\$ 505,508
Burns	894,222
Clubfoot	961,577
Hole in the heart	11,500
Hydrocephalus	11,500
Time	199,531
	<hr/> <u>\$ 2,583,838</u>

(7) Loans Payable

In fiscal 2013, the Organization received an unsecured impact loan of \$7,500,000 from a foundation to be used to generate additional funding for WonderWork programs and facilitate the more effective and efficient delivery of surgeries for the poor and needy served by WonderWork. Funds loaned by the foundation are to be repaid after 5 years at the rate of 2% per annum. As of June 30, 2013, WonderWork had drawn down \$2,500,000 of this loan. During 2013, WonderWork borrowed \$1,159,203 against its investment brokerage account with interest rates ranging 5.25%-6%. This loan was fully repaid in October 2013. In previous years, the Organization also received several start-up interest free loans from an officer of WonderWork. These loans were repaid in 2012. The estimated fair values of loan payable involve unobservable inputs and therefore are considered to be Level 3 in the fair value hierarchy.

(8) Payable to Help Me See

In August 2011, WonderWork entered into an agreement to provide services to Help Me See, another not-for-profit with a similar mission, to assist them in programmatic, fundraising, and administrative efforts. In exchange for these services, WonderWork was to receive \$166,667 per month. In addition, the agreement required WonderWork to transfer \$2 million to Help Me See at the termination of the agreement on September 1, 2016 and provide an annual grant to Help Me See equal to the amount of largest grant WonderWork made from unrestricted funds in that year. If the agreement terminates early, the \$2 million grant is required to be prorated over the contract period. Help Me See informed WonderWork of its

WONDERWORK, INC.
Notes to Financial Statements
June 30, 2013 and 2012

intention to terminate the agreement. Currently, Help Me See and WonderWork are in arbitration regarding the termination clause in the agreement.

(9) Allocation of Joint Costs

WonderWork incurred joint costs of \$7,864,436 relating to informational materials, publications, and activities that included fundraising appeals for the year ended June 30, 2013. For the year ended June 30, 2013, \$3,538,996 was allocated to program service expenses and \$4,325,440 was allocated to fundraising expenses.

(10) Subsequent Events

On July 12, 2013, WonderWork entered into a settlement agreement for \$450,000, of which \$300,000 was paid after June 30, 2013 and the remaining \$150,000 is expected to be paid in June 2014.

In connection with the preparation of the financial statements, the Organization evaluated subsequent events after the balance sheet date of June 30, 2013 through February 20, 2014, which was the date the financial statements were available to be issued and determined that there were no additional matters that are required to be disclosed.

FUCHS
EXHIBIT 7

CHAR500NYS Annual Filing for Charitable Organizations
www.CharitiesNYS.comSend with fee and attachments to:
NYS Office of the Attorney General
Charities Bureau Registration Section
120 Broadway
New York, NY 10271**2013**
Open to Public
Inspection*\$275***1. General Information**

For Fiscal Year Beginning (mm/dd/yyyy) <u>07 / 01 / 2013</u> and Ending (mm/dd/yyyy) <u>06 / 30 / 2014</u>	
<input type="checkbox"/> Check if Applicable:	Name of Organization: <u>WONDERWORK, INC.</u>
<input type="checkbox"/> Address Change	Employer Identification Number (EIN): <u>27-4159217</u>
<input type="checkbox"/> Name Change	NY Registration Number: <u>43-28-70</u>
<input type="checkbox"/> Initial Filing	Telephone: <u>(212) 729-1855</u>
<input type="checkbox"/> Final Filing	Email: <u>HANA@WONDERWORK.ORG</u>
<input type="checkbox"/> Amended Filing	
<input type="checkbox"/> Reg ID Pending	
Check your organization's registration category: <input type="checkbox"/> 7A only <input type="checkbox"/> EPTL only <input checked="" type="checkbox"/> DUAL (7A & EPTL) <input type="checkbox"/> EXEMPT Find your registration category in the Charities Registry at www.CharitiesNYS.com	

2. Certification

See Instructions for certification requirements. Improper certification is a violation of law that may be subject to penalties.

We certify under penalties of perjury that we reviewed this report, including all attachments, and to the best of our knowledge and belief, they are true, correct and complete in accordance with the laws of the State of New York applicable to this report.

President or Authorized Officer:

LEO

5/2/15

Date

Chief Financial Officer or Treasurer:

LEO

5/2/15

Date

3. Annual Reporting Exemption

Check the exemption(s) that apply to your filing. If your organization is claiming an exemption under the category (7A and EPTL only filers) or both categories (DUAL filers) that apply to your registration, complete only parts 1, 2, and 3, and submit the certified Char500. No fee, schedules, or additional attachments are required. If you cannot claim an exemption or are a DUAL filer that claims only one exemption, you must file applicable schedules and attachments and pay applicable fees.

- 3a. 7A filing exemption:** Total contributions from NY State including residents, foundations, government agencies, etc. did not exceed \$25,000 and the organization did not engage a professional fund raiser (PFR) or fund raising counsel (FRC) to solicit contributions during the fiscal year. Or the organization qualifies for another 7A exemption (see Instructions).
- 3b. EPTL filing exemption:** Gross receipts did not exceed \$25,000 and the market value of assets did not exceed \$25,000 at any time during the fiscal year.

4. Schedules and Attachments

See the following page for a checklist of schedules and attachments to complete your filing.

- Yes No 4a. Did your organization use a professional fund raiser, fund raising counsel or commercial co-venturer for fund raising activity in NY State? If yes, complete Schedule 4a.
- Yes No 4b. Did the organization receive government grants? If yes, complete Schedule 4b.

5. Fee

See the checklist on the next page to calculate your fee(s). Indicate fee(s) you are submitting here:	7A filing fee: <u>\$ 25.</u>	EPTL filing fee: <u>\$ 250.</u>	Total fee: <u>\$ 275.</u>	Make a single check or money order payable to: "Department of Law"
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CHAR500 Annual Filing for Charitable Organizations (Updated June 2014)

Page 1

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WON-EX 0172

EXHIBIT 7
WIT: Fuchs
DATE: 8-14-17
DEBRA STEVENS, RPR, CRR

CHAR500

Annual Filing Checklist

Simply submit the certified CHAR500 with no fee, schedule, or additional attachments IF:

- Your organization is registered as 7A only and you marked the 7A filing exemption in Part 3.
- Your organization is registered as EPTL only and you marked the EPTL filing exemption in Part 3.
- Your organization is registered as DUAL and you marked both the 7A and EPTL filing exemption in Part 3.

Checklist of Schedules and Attachments

Check the schedules you must submit with your CHAR500 as described in Part 4:

- If you answered "yes" in Part 4a, submit Schedule 4a: Professional Fund Raisers (PFR), Fund Raising Counsel (FRC), Commercial Co-Venturers (CCV)

- If you answered "yes" in Part 4b, submit Schedule 4b: Government Grants

Check the financial attachments you must submit with your CHAR500:

- IRS Form 990, 990-EZ, or 990-PF, and 990-T if applicable

- All additional IRS Form 990 Schedules including Schedule B (Schedule of Contributors).

- IRS Form 990-T if applicable

If you are a 7A only or DUAL filer, submit the applicable Independent Certified Public Accountant's Review or Audit Report:

- Review Report if you received total revenue and support greater than \$250,000 and up to \$500,000.

- Audit Report if you received total revenue and support greater than \$500,000

- No Review Report or Audit Report is required because total revenue and support is less than \$250,000

Note: The Audit and Review requirements are set to change in 2017 and 2021 in accordance with the Non Profit Revitalization Act of 2013. For more details, visit www.CharitiesNYS.com.

Calculate Your Fee

For 7A and DUAL filers, calculate the 7A fee:

- \$0, if you marked the 7A exemption in Part 3a

- \$25, if you did not mark the 7A exemption in Part 3a

For EPTL and DUAL filers, calculate the EPTL fee:

- \$0, if you marked the EPTL exemption in Part 3b

- \$25, if the NET WORTH is less than \$50,000

- \$50, if the NET WORTH is \$50,000 or more but less than \$250,000

- \$100, if the NET WORTH is \$250,000 or more but less than \$1,000,000

- \$250, if the NET WORTH is \$1,000,000 or more but less than \$10,000,000

- \$750, if the NET WORTH is \$10,000,000 or more but less than \$50,000,000

- \$1500, if the NET WORTH is \$50,000,000 or more .

Is my organization a 7A, EPTL or DUAL filer?

- 7A filers are registered to solicit contributions in New York under Article 7-A of the Executive Law ("7A")

- EPTL filers are registered under the Estates, Powers & Trusts Law ("EPTL") because they hold assets and/or conduct activities for charitable purposes in NY.

- DUAL filers are registered under both 7A and EPTL.

Check your registration category and learn more about NY law at www.CharitiesNYS.com

Where do I find my organization's NET WORTH?

NET WORTH for fee purposes is calculated on:

- IRS Form 990 Part I, line 22

- IRS Form 990 EZ Part I line 21

- IRS Form 990 PF, calculate the difference between Total Assets at Fair Market Value (Part II, line 16(c)) and Total Liabilities (Part II, line 23(b)).

Send Your Filing

Send your CHAR500, all schedules and attachments, and total fee to:

NYS Office of the Attorney General
Charities Bureau Registration Section
120 Broadway
New York, NY 10271

CHAR500

2013
Open to Public
Inspection

Schedule 4a: Professional Fund Raisers, Fund Raising Counsels, Commercial Co-Venturers
www.CharitiesNYS.com

If you checked the box in question 4a in Part 4 on the CHAR500 Annual Filing for Charitable Organizations, complete this schedule for EACH Professional Fund Raiser (PFR), Fund Raising Counsel (FRC) or Commercial Co-Venturer (CCV) that the organization engaged for fund raising activity in NY State. Use additional pages if necessary. Include this schedule with your certified CHAR500 NYS Annual Filing for Charitable Organizations.

1. Organization Information

Name of Organization: WONDERWORK, INC.	NY Registration Number: 432870
---	-----------------------------------

2. Professional Fund Raiser, Fund Raising Counsel, Commercial Co-Venturer Information

Fund Raising Professional type:	Name of FRP: TARGET MARKETTEAM	NY Registration Number: 326241
<input checked="" type="checkbox"/> Professional Fund Raiser	Mailing Address: 1120 AVENUE OF THE AMERICAS	Telephone: 770-274-3700
<input type="checkbox"/> Fund Raising Counsel		
<input type="checkbox"/> Commercial Co-Venturer	City / State / Zip: NEW YORK, NY 10036	

3. Contract Information

Contract Start Date: N/A	Contract End Date: N/A
-----------------------------	---------------------------

4. Description of Services

Services provided by FRP: DEVELOPING DIRECT MAIL CAMPAIGNS
--

5. Description of Compensation

Compensation arrangement with FRP: MONTHLY FEE	Amount Paid to FRP: 180,000.
--	---------------------------------

6. Commercial Co-Venturer (CCV) Report

Yes No If services were provided by a CCV, did the CCV provide the charitable organization with the interim or closing report(s) required by Section 173(a) part 3 of the Executive Law Article 7A?

Definitions

A Professional Fund Raiser (PFR), In addition to other activities, conducts solicitation of contributions and/or handles the donations (Article 7A, 171-a.4). A Fund Raising Counsel (FRC) does not solicit or handle contributions but limits activities to advising or assisting a charitable organization to perform such functions for itself (Article 7A, 171-a.9).

A Commercial Co-Venturer (CCV) is an individual or for-profit company that is regularly and primarily engaged in trade or commerce other than raising funds for a charitable organization and who advertises that the purchase or use of goods, services, entertainment or any other thing of value will benefit a charitable organization (Article 7A, 171-a.6).

Form 990

Department of the Treasury
Internal Revenue Service

Return of Organization Exempt From Income Tax

OMB No. 1345-0047

2013

Open to Public
Inspection

Under section 501(c), 527, or 4947(a)(1) of the Internal Revenue Code (except private foundations)

► Do not enter Social Security numbers on this form as it may be made public.

► Information about Form 990 and its instructions is at www.irs.gov/form990.

A For the 2013 calendar year, or tax year beginning 07/01/2013, and ending 06/30/2014

B Check if applicable:	C Name of organization WONDERWORK, INC.			D Employer identification number 27-4159217
<input type="checkbox"/> Address change <input type="checkbox"/> Name change <input type="checkbox"/> Return filed <input type="checkbox"/> Form 990-A filed <input type="checkbox"/> Application pending	E Doing business As Number and street (or P.O. box if mail is not delivered to street address) 420 5TH AVENUE, 27TH FLOOR			F Room/suite (212) 729-1855
	G City or town, state or province, country, and ZIP or foreign postal code NEW YORK, NY 10018			
	H Name and address of principal officer: BRIAN MULANEY 420 FIFTH AVENUE 27TH FLOOR NEW YORK, NY 10018			I Gross receipts \$ 14,729,311.
				H(4) Is this a group return for subordinates? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
				H(5) Are all subordinates included? <input type="checkbox"/> Yes <input type="checkbox"/> No
				If "No," attach a list. (see instructions)
				H(c) Group exemption number ►
I Tax-exempt status: <input checked="" type="checkbox"/> 501(c)(3) <input type="checkbox"/> 501(c)() (insert no.) 4947(a)(1) or 527				
J Website: ► WWW.WONDERWORK.ORG				
K Form of organization: <input checked="" type="checkbox"/> Corporation <input type="checkbox"/> Trust <input type="checkbox"/> Association <input type="checkbox"/> Other ►				L Year of formation: 2011 M State of legal domicile: DE

Part I Summary

1 Briefly describe the organization's mission or most significant activities:	PROVIDE FREE SURGERY TO INDIGENT CHILDREN AND ADULTS, FINANCIAL SUPPORT FOR LOCAL HOSPITALS, AND RAISE AWARENESS ABOUT THE LACK OF ACCESS TO SURGERY IN DEVELOPING COUNTRIES		
2 Check this box ►	If the organization discontinued its operations or disposed of more than 25% of its net assets.		
3 Number of voting members of the governing body (Part VI, line 1a)	4	5	6
4 Number of independent voting members of the governing body (Part VI, line 1b)	3	4	3
5 Total number of individuals employed in calendar year 2013 (Part V, line 2a)	13	13	13
6 Total number of volunteers (estimate if necessary)	3	3	3
7a Total unrelated business revenue from Part VIII, column (C), line 12	0	7a	0
b Net unrelated business taxable income from Form 990-T, line 34	0	7b	0

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Revenue	Prior Year	Current Year
8 Contributions and grants (Part VIII, line 1h)	7,446,172.	12,912,667.
9 Program service revenue (Part VIII, line 2g)	0	0
10 Investment income (Part VIII, column (A), lines 3, 4, and 7d)	146,128.	647,872.
11 Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	0	26,130.
12 Total revenue - add lines 8 through 11 (must equal Part VIII, column (A), line 12)	7,592,300.	13,586,669.
Expenses		
13 Grants and similar amounts paid (Part IX, column (A), lines 1-3)	1,327,500.	1,543,055.
14 Benefits paid to or for members (Part IX, column (A), line 4)	0	0
15 Salaries, other compensation, employee benefits (Part IX, column (A), lines 5-10)	1,369,968.	1,721,683.
16 Professional fundraising fees (Part IX, column (A), line 11e)	0	0
b Total fundraising expenses (Part IX, column (D), line 25) ►	4,619,803.	
17 Other expenses (Part IX, column (A), lines 11a-11d, 11f-24e)	9,137,776.	9,521,812.
18 Total expenses. Add lines 13-17 (must equal Part IX, column (A), line 25)	11,835,244.	12,785,550.
19 Revenue less expenses. Subtract line 18 from line 12	-4,242,944.	600,119.
Net Assets or Fund Balances	Beginning of Current Year	End of Year
20 Total assets (Part X, line 16)	8,357,225.	15,445,443.
21 Total liabilities (Part X, line 26)	5,628,863.	10,686,666.
22 Net assets or fund balances. Subtract line 21 from line 20	2,728,362.	4,758,777.

Part II Signature Block

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than officer) is based on all information of which preparer has any knowledge.

Sign Here	Signature of officer	Date
	► Type or print name and title	
Paid Preparer Use Only	Print/Type preparer's name DEVIN L. DUNCAN	Preparer's signature
	Date 5/11/15	Check <input type="checkbox"/> if self-employed PTIN P01249521
	Firm's name ► KPMG LLP	Firm's EIN ► 13-5565207
	Firm's address ► 345 PARK AVENUE NEW YORK, NY 10154-0102	Phone no. 212-758-9700
	May the IRS discuss this return with the preparer shown above? (see instructions) <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No	
	For Paperwork Reduction Act Notice, see the separate instructions.	

Form 990 (2013)

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PAGE 2

WON-EX 0175

Form 990 (2013)

Part III Statement of Program Service AccomplishmentsCheck if Schedule O contains a response or note to any line in this Part III **1 Briefly describe the organization's mission:**

PROVIDE TREATMENT, SURGERY, AND RELATED ASSISTANCE TO CHILDREN AND ADULTS EVERYWHERE, INCLUDING THOSE IN DEVELOPING COUNTRIES, SUFFERING FROM DISEASE, ILLNESS, OR DISABILITY. FOR MORE INFORMATION, SEE SCHEDULE O.

2 Did the organization undertake any significant program services during the year which were not listed on the prior Form 990 or 990-EZ? Yes No

If "Yes," describe these new services on Schedule O.

3 Did the organization cease conducting, or make significant changes in how it conducts, any program services? Yes No

If "Yes," describe these changes on Schedule O.

4 Describe the organization's program service accomplishments for each of its three largest program services, as measured by expenses. Section 501(c)(3) and 501(c)(4) organizations are required to report the amount of grants and allocations to others, the total expenses, and revenue, if any, for each program service reported.

4a (Code: _____) (Expenses \$ _____ including grants of \$ _____) (Revenue \$ _____)

WONDERWORK EMPOWERS AND PARTNERS WITH LOCAL SURGEONS, HOSPITALS, AND CHARITABLE ORGANIZATIONS ENGAGED IN THE DELIVERY OF LIFE-CHANGING SURGERY AND RELATED CARE BY PROVIDING TRAINING AND EDUCATION, FINANCIAL SUPPORT AND EQUIPMENT. WONDERWORK ALSO EDUCATES DOCTORS AND RAISES PUBLIC AWARENESS ON NEEDED SURGICAL CARE AND RELATED TREATMENT FOR UNDERSERVED POPULATIONS WITH DISABILITIES.

4b (Code: _____) (Expenses \$ _____ including grants of \$ _____) (Revenue \$ _____)

4c (Code: _____) (Expenses \$ _____ including grants of \$ _____) (Revenue \$ _____)

4d Other program services (Describe in Schedule O.)

(Expenses \$ _____ including grants of \$ _____) (Revenue \$ _____)

4e Total program service expenses ► 7,879,996.

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Form 990 (2013)

PAGE 3

WON-EX 0176

Part IV Checklist of Required Schedules

	Yes	No
1	X	
2	X	
3	X	
4	X	
5	X	
6	X	
7	X	
8	X	
9	X	
10	X	
11a	X	
11b	X	
11c	X	
11d	X	
11e	X	
11f	X	
12a	X	
12b	X	
13	X	
14a	X	
14b	X	
15	X	
16	X	
17	X	
18	X	
19	X	
20a	X	
20b		

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WONDERWORK, INC.

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Part IV Checklist of Required Schedules (continued)

	Yes	No
21 Did the organization report more than \$5,000 of grants or other assistance to any domestic organization or government on Part IX, column (A), line 1? If "Yes," complete Schedule I, Parts I and II	21 X	
22 Did the organization report more than \$5,000 of grants or other assistance to individuals in the United States on Part IX, column (A), line 2? If "Yes," complete Schedule I, Parts I and III	22 X	
23 Did the organization answer "Yes" to Part VII, Section A, line 3, 4, or 5 about compensation of the organization's current and former officers, directors, trustees, key employees, and highest compensated employees? If "Yes," complete Schedule J	23 X	
24 a Did the organization have a tax-exempt bond issue with an outstanding principal amount of more than \$100,000 as of the last day of the year, that was issued after December 31, 2002? If "Yes," answer lines 24b through 24d and complete Schedule K. If "No," go to line 25a.	24a X	
b Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception?	24b	
c Did the organization maintain an escrow account other than a refunding escrow at any time during the year to defease any tax-exempt bonds?	24c	
d Did the organization act as an "on behalf of" issuer for bonds outstanding at any time during the year?	24d	
25 a Section 501(c)(3) and 501(c)(4) organizations. Did the organization engage in an excess benefit transaction with a disqualified person during the year? If "Yes," complete Schedule L, Part I.	25a X	
b Is the organization aware that it engaged in an excess benefit transaction with a disqualified person in a prior year, and that the transaction has not been reported on any of the organization's prior Forms 990 or 990-EZ? If "Yes," complete Schedule L, Part I	25b X	
26 Did the organization report any amount on Part X, line 5, 6, or 22 for receivables from or payable to any current or former officers, directors, trustees, key employees, highest compensated employees, or disqualified persons? If so, complete Schedule L, Part II.	26 X	
27 Did the organization provide a grant or other assistance to an officer, director, trustee, key employee, substantial contributor or employee thereof, a grant selection committee member, or to a 35% controlled entity or family member of any of these persons? If "Yes," complete Schedule L, Part III.	27 X	
28 Was the organization a party to a business transaction with one of the following parties (see Schedule L, Part IV instructions for applicable filing thresholds, conditions, and exceptions):		
a A current or former officer, director, trustee, or key employee? If "Yes," complete Schedule L, Part IV	28a X	
b A family member of a current or former officer, director, trustee, or key employee? If "Yes," complete Schedule L, Part IV.	28b X	
c An entity of which a current or former officer, director, trustee, or key employee (or a family member thereof) was an officer, director, trustee, or direct or indirect owner? If "Yes," complete Schedule L, Part IV	28c X	
29 Did the organization receive more than \$25,000 in non-cash contributions? If "Yes," complete Schedule M	29 X	
30 Did the organization receive contributions of art, historical treasures, or other similar assets, or qualified conservation contributions? If "Yes," complete Schedule M	30 X	
31 Did the organization liquidate, terminate, or dissolve and cease operations? If "Yes," complete Schedule N, Part I.	31 X	
32 Did the organization sell, exchange, dispose of, or transfer more than 25% of its net assets? If "Yes," complete Schedule N, Part II	32 X	
33 Did the organization own 100% of an entity disregarded as separate from the organization under Regulations sections 301.7701-2 and 301.7701-3? If "Yes," complete Schedule R, Part I	33 X	
34 Was the organization related to any tax-exempt or taxable entity? If "Yes," complete Schedule R, Part II, III, or IV, and Part V, line 1	34 X	
35 a Did the organization have a controlled entity within the meaning of section 512(b)(13)?	35a X	
b If "Yes" to line 35a, did the organization receive any payment from or engage in any transaction with a controlled entity within the meaning of section 512(b)(13)? If "Yes," complete Schedule R, Part V, line 2,	35b	
36 Section 501(c)(3) organizations. Did the organization make any transfers to an exempt non-charitable related organization? If "Yes," complete Schedule R, Part V, line 2	36 X	
37 Did the organization conduct more than 5% of its activities through an entity that is not a related organization and that is treated as a partnership for federal income tax purposes? If "Yes," complete Schedule R, Part VI	37 X	
38 Did the organization complete Schedule O and provide explanations in Schedule O for Part VI, lines 11b and 19? Note. All Form 990 filers are required to complete Schedule O	38 X	

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Part V Statements Regarding Other IRS Filings and Tax ComplianceCheck if Schedule O contains a response or note to any line in this Part V

		Yes	No
1a	Enter the number reported in Box 3 of Form 1096. Enter -0- if not applicable.	1a	10
1b	Enter the number of Forms W-2G included in line 1a. Enter -0- if not applicable.	1b	0
c	Did the organization comply with backup withholding rules for reportable payments to vendors and reportable gaming (gambling) winnings to prize winners?	1c	X
2a	Enter the number of employees reported on Form W-3, Transmittal of Wage and Tax Statements, filed for the calendar year ending with or within the year covered by this return.	2a	13
b	at least one is reported on line 2a, did the organization file all required federal employment tax returns? Note. If the sum of lines 1a and 2a is greater than 250, you may be required to e-file (see instructions).	2b	X
3a	Did the organization have unrelated business gross income of \$1,000 or more during the year?	3a	X
b	If "Yes," has it filed a Form 990-T for this year? If "No" to line 3b, provide an explanation in Schedule O	3b	
4a	At any time during the calendar year, did the organization have an interest in, or a signature or other authority over, a financial account in a foreign country (such as a bank account, securities account, or other financial account)?	4a	X
b	If "Yes," enter the name of the foreign country: ► See instructions for filing requirements for Form TD F 90-22.1, Report of Foreign Bank and Financial Accounts.		
5a	Was the organization a party to a prohibited tax shelter transaction at any time during the tax year?	5a	X
b	Did any taxable party notify the organization that it was or is a party to a prohibited tax shelter transaction?	5b	X
c	If "Yes" to line 5a or 5b, did the organization file Form 8886-T?	5c	
6a	Does the organization have annual gross receipts that are normally greater than \$100,000, and did the organization solicit any contributions that were not tax deductible as charitable contributions?	6a	X
b	If "Yes," did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible?	6b	
7	Organizations that may receive deductible contributions under section 170(c).		
a	Did the organization receive a payment in excess of \$75 made partly as a contribution and partly for goods and services provided to the payor?	7a	X
b	If "Yes," did the organization notify the donor of the value of the goods or services provided?	7b	
c	Did the organization sell, exchange, or otherwise dispose of tangible personal property for which it was required to file Form 8282?	7c	X
d	If "Yes," indicate the number of Forms 8282 filed during the year	7d	
e	Did the organization receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	7e	X
f	Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	7f	X
g	If the organization received a contribution of qualified intellectual property, did the organization file Form 8899 as required?	7g	
h	If the organization received a contribution of cars, boats, airplanes, or other vehicles, did the organization file a Form 1098-C?	7h	
8	Sponsoring organizations maintaining donor advised funds and section 509(a)(3) supporting organizations. Did the supporting organization, or a donor advised fund maintained by a sponsoring organization, have excess business holdings at any time during the year?	8	
9	Sponsoring organizations maintaining donor advised funds.		
a	Did the organization make any taxable distributions under section 4966?	9a	
b	Did the organization make a distribution to a donor, donor advisor, or related person?	9b	
10	Section 501(c)(7) organizations. Enter:		
a	Initiation fees and capital contributions included on Part VIII, line 12	10a	
b	Gross receipts, included on Form 990, Part VIII, line 12, for public use of club facilities	10b	
11	Section 501(c)(12) organizations. Enter:		
a	Gross income from members or shareholders	11a	
b	Gross income from other sources (Do not net amounts due or paid to other sources against amounts due or received from them.)	11b	
12a	Section 4947(a)(1) non-exempt charitable trusts. Is the organization filing Form 990 in lieu of Form 1041?	12a	
b	If "Yes," enter the amount of tax-exempt interest received or accrued during the year	12b	
13	Section 501(c)(29) qualified nonprofit health insurance issuers.		
a	Is the organization licensed to issue qualified health plans in more than one state?	13a	
Notes. See the instructions for additional information the organization must report on Schedule O.			
b	Enter the amount of reserves the organization is required to maintain by the states in which the organization is licensed to issue qualified health plans	13b	
c	Enter the amount of reserves on hand	13c	
14a	Did the organization receive any payments for indoor tanning services during the tax year?	14a	X
b	If "Yes," has it filed a Form 720 to report these payments? If "No," provide an explanation in Schedule O	14b	

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WON-EX 0179

Part VI Governance, Management, and Disclosure For each "Yes" response to lines 2 through 7b below, and for a "No" response to line 8a, 8b, or 10b below, describe the circumstances, processes, or changes in Schedule O. See instructions. Check if Schedule O contains a response or note to any line in this Part VI

Section A. Governing Body and Management

- | | Yes | No |
|--|-----|----|
| 1a Enter the number of voting members of the governing body at the end of the tax year | 1a | 4 |
| If there are material differences in voting rights among members of the governing body, or if the governing body delegated broad authority to an executive committee or similar committee, explain in Schedule O. | | |
| 1b Enter the number of voting members included in line 1a, above, who are independent | 1b | 3 |
| 2 Did any officer, director, trustee, or key employee have a family relationship or a business relationship with any other officer, director, trustee, or key employee? | 2 | X |
| 3 Did the organization delegate control over management duties customarily performed by or under the direct supervision of officers, directors, or trustees, or key employees to a management company or other person? | 3 | X |
| 4 Did the organization make any significant changes to its governing documents since the prior Form 990 was filed? | 4 | X |
| 5 Did the organization become aware during the year of a significant diversion of the organization's assets? | 5 | X |
| 6 Did the organization have members or stockholders? | 6 | X |
| 7a Did the organization have members, stockholders, or other persons who had the power to elect or appoint one or more members of the governing body? | 7a | X |
| b Are any governance decisions of the organization reserved to (or subject to approval by) members, stockholders, or persons other than the governing body? | 7b | X |
| 8 Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following: | | |
| a The governing body? | 8a | X |
| b Each committee with authority to act on behalf of the governing body? | 8b | X |
| 9 Is there any officer, director, trustee, or key employee listed in Part VII, Section A, who cannot be reached at the organization's mailing address? If "Yes," provide the names and addresses in Schedule O. | 9 | X |

Section B. Policies (This Section B requests information about policies not required by the Internal Revenue Code.)

- | | Yes | No |
|--|-----|----|
| 10a Did the organization have local chapters, branches, or affiliates? | 10a | X |
| b If "Yes," did the organization have written policies and procedures governing the activities of such chapters, affiliates, and branches to ensure their operations are consistent with the organization's exempt purposes? | | |
| 11a Has the organization provided a complete copy of this Form 990 to all members of its governing body before filing the form? | 11a | X |
| b Describe in Schedule O the process, if any, used by the organization to review this Form 990. | | |
| 12a Did the organization have a written conflict of interest policy? If "No," go to line 13 | 12a | X |
| b Were officers, directors, or trustees, and key employees required to disclose annually interests that could give rise to conflicts? | 12b | X |
| c Did the organization regularly and consistently monitor and enforce compliance with the policy? If "Yes," describe in Schedule O how this was done | 12c | X |
| 13 Did the organization have a written whistleblower policy? | 13 | X |
| 14 Did the organization have a written document retention and destruction policy? | 14 | X |
| 15 Did the process for determining compensation of the following persons include a review and approval by independent persons, comparability data, and contemporaneous substantiation of the deliberation and decision? | | |
| a The organization's CEO, Executive Director, or top management official | 15a | X |
| b Other officers or key employees of the organization | 15b | X |
| If "Yes" to line 15a or 15b, describe the process in Schedule O (see instructions). | | |
| 16a Did the organization invest in, contribute assets to, or participate in a joint venture or similar arrangement with a taxable entity during the year? | 16a | X |
| b If "Yes," did the organization follow a written policy or procedure requiring the organization to evaluate its participation in joint venture arrangements under applicable federal tax law, and take steps to safeguard the organization's exempt status with respect to such arrangements? | 16b | |

Section C. Disclosure

- List the states with which a copy of this Form 990 is required to be filed ► ATTACHMENT 1
- Section 6104 requires an organization to make its Forms 1023 (or 1024 if applicable), 990, and 990-T (Section 501(c)(3)s only) available for public inspection. Indicate how you made these available. Check all that apply.
 Own website Another's website Upon request Other (explain in Schedule O)
- Describe in Schedule O whether (and if so, how) the organization made its governing documents, conflict of interest policy, and financial statements available to the public during the tax year.
- State the name, physical address, and telephone number of the person who possesses the books and records of the organization: ► HANA FUCHS 420 FIFTH AVENUE, 27TH FLOOR NEW YORK, NY 10016 212-729-1855

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WON-EX 0180

Part VII Compensation of Officers, Directors, Trustees, Key Employees, Highest Compensated Employees, and Independent ContractorsCheck if Schedule O contains a response or note to any line in this Part VII **Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees**

1a Complete this table for all persons required to be listed. Report compensation for the calendar year ending with or within the organization's tax year.

- List all of the organization's current officers, directors, trustees (whether individuals or organizations), regardless of amount of compensation. Enter -0- in columns (D), (E), and (F) if no compensation was paid.
- List all of the organization's current key employees, if any. See instructions for definition of "key employee."
- List the organization's five current highest compensated employees (other than an officer, director, trustee, or key employee) who received reportable compensation (Box 5 of Form W-2 and/or Box 7 of Form 1099-MISC) of more than \$100,000 from the organization and any related organizations.
- List all of the organization's former officers, key employees, and highest compensated employees who received more than \$100,000 of reportable compensation from the organization and any related organizations.
- List all of the organization's former directors or trustees that received, in the capacity as a former director or trustee of the organization, more than \$10,000 of reportable compensation from the organization and any related organizations.

List persons in the following order: individual trustees or directors; institutional trustees; officers; key employees; highest compensated employees; and former such persons.

Check this box if neither the organization nor any related organization compensated any current officer, director, or trustee.

(A) Name and Title	(B) Average hours per week (is any hours for related organizations below dotted line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)					(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Officer	Director	Key Employee	Other Compensation	Non-Officer Compensation			
(1) BRIAN MULLANEY CO-FOUNDER, PRESIDENT & CEO	40.00 0	X	X				475,000.	0	42,744.
(2) JJ CONEYS AUDIT COMMITTEE CHAIR	1.00 0	X					0	0	0
(3) THEODORE DYSART TREASURER/SECRETARY	1.00 0	X	X				0	0	0
(4) RAVI KANT DIRECTOR	1.00 0	X					0	0	0
(5) HANA FUCHS CHIEF FINANCIAL OFFICER	40.00 0		X				200,000.	0	7,615.
(6) DELOIS GREENWOOD SENIOR ADVISOR GLOBAL PROGRAMS	40.00 0			X			145,833.	0	0
(7) KAREN LAZARUS DIRECTOR STRATEGIC PROJECTS	40.00 0			X			142,500.	0	16,860.
(8)									
(9)									
(10)									
(11)									
(12)									
(13)									
(14)									

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WON-EX 0181

Part VIII Statement of RevenueCheck if Schedule O contains a response or note to any line in this Part VIII

		(A) Total revenue	(B) Related or exempt function revenue	(C) Unrelated business revenue	(D) Revenue excluded from tax under sections 512-514
Contributions, Gifts, Grants and Other Similar Amounts					
1a	Federated campaigns	1a			
b	Membership dues	1b			
c	Fundraising events	1c			
d	Related organizations	1d			
e	Government grants (contributions)	1e			
f	All other contributions, gifts, grants, and similar amounts not included above	1f	12,912,667		
g	Noncash contributions included in lines 1a-1f: \$	239,725			
h	Total, Add lines 1a-1f		12,912,667		
Program Service Revenue		Business Code			
2a					
b					
c					
d					
e					
f	All other program service revenue				
g	Total, Add lines 2a-2f		0		
Other Revenue					
3	Investment income (including dividends, interest, and other similar amounts).		270,263		270,263
4	Income from investment of tax-exempt bond proceeds		0		
5	Royalties		0		
6a	Gross rents	(i) Real			
b	Less: rental expenses	(ii) Personal			
c	Rental income or (loss)				
d	Net rental income or (loss)		0		
7a	Gross amount from sales of assets other than inventory	(i) Securities	(ii) Other		
b	Less: cost or other basis and sales expenses	1,520,251			
c	Gain or (loss)	1,142,642			
d	Net gain or (loss)	377,609			377,609
8a	Gross income from fundraising events (not including \$ of contributions reported on line 1c). See Part IV, line 18	a			
b	Less: direct expenses	b			
c	Net income or (loss) from fundraising events		0		
9a	Gross income from gaming activities. See Part IV, line 19	a			
b	Less: direct expenses	b			
c	Net income or (loss) from gaming activities		0		
10a	Gross sales of inventory, less returns and allowances	a			
b	Less: cost of goods sold	b			
c	Net income or (loss) from sales of inventory		0		
Miscellaneous Revenue		Business Code			
11a	MISCELLANEOUS	300099	26,130		26,130
b					
c					
d	All other revenue				
e	Total, Add lines 11a-11d		26,130		
12	Total revenue. See Instructions		13,586,669		674,002

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WON-EX 0183

Part IX Statement of Functional Expenses

Section 501(c)(3) and 501(c)(4) organizations must complete all columns. All other organizations must complete column (A).

Check if Schedule O contains a response or note to any line in this Part IX

Do not include amounts reported on lines 6b, 7b, 8b, 9b, and 10b of Part VIII.	(A) Total expenses	(B) Program service expenses	(C) Management and general expenses	(D) Fundraising expenses
1 Grants and other assistance to governments and organizations in the United States. See Part IV, line 21 .	460,000.	460,000.		
2 Grants and other assistance to individuals in the United States. See Part IV, line 22	0			
3 Grants and other assistance to governments, organizations, and individuals outside the United States. See Part IV, lines 15 and 16	1,083,055.	1,083,055.		
4 Benefits paid to or for members	0			
5 Compensation of current officers, directors, trustees, and key employees	886,183.	708,946.	58,522.	118,715.
6 Compensation not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B)	0			
7 Other salaries and wages	674,365.	491,444.	8,819.	174,102.
8 Pension plan accruals and contributions (include section 401(k) and 403(b) employer contributions)	0			
9 Other employee benefits	80,364.	60,138.	3,428.	16,798.
10 Payroll taxes	80,771.	62,048.	3,483.	15,240.
11 Fees for services (non-employees):				
a Management	0			
b Legal	639,924.	558,680.	81,244.	
c Accounting	50,100.		50,100.	
d Lobbying	0			
e Professional fundraising services. See Part IV, line 17.	0			
f Investment management fees	0			
g Other. If line 11g amount exceeds 10% of line 25, column (A) amount, list line 11g expenses on Schedule O)	396,955.	198,709.	95.	198,151.
12 Advertising and promotion	44,822.	21,211.		23,611.
13 Office expenses	7,755,692.	3,805,923.	6,555.	3,943,214.
14 Information technology	15,876.	12,196.	684.	2,996.
15 Royalties	0			
16 Occupancy	187,025.	143,670.	8,066.	35,289.
17 Travel	237,969.	144,488.	41,722.	51,759.
18 Payments of travel or entertainment expenses for any federal, state, or local public officials	0			
19 Conferences, conventions, and meetings	0			
20 Interest	0			
21 Payments to affiliates	0			
22 Depreciation, depletion, and amortization	44,486.	34,173.	1,919.	8,394.
23 Insurance	30,212.	23,209.	1,302.	5,701.
24 Other expenses. Itemize expenses not covered above (List miscellaneous expenses in line 24e. If line 24e amount exceeds 10% of line 25, column (A) amount, list line 24e expenses on Schedule O.)				
a MISCELLANEOUS	118,751.	72,106.	20,812.	25,833.
b				
c				
d				
e All other expenses				
25 Total functional expenses. Add lines 1 through 24e	12,786,550.	7,879,996.	286,751.	4,619,803.
26 Joint costs. Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation. Check here ► <input type="checkbox"/> if following SOP 99-2 (ASC 958-720).	0			

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Part X Balance Sheet

Check if Schedule O contains a response or note to any line in this Part X

		(A) Beginning of year	(B) End of year
Assets			
1	Cash - non-interest-bearing	191,061.1	460,840.
2	Savings and temporary cash investments	987,168.2	413,121.
3	Pledges and grants receivable, net	570,156.3	370,116.
4	Accounts receivable, net	04	0
5	Loans and other receivables from current and former officers, directors, trustees, key employees, and highest compensated employees. Complete Part II of Schedule L	05	0
6	Loans and other receivables from other disqualified persons (as defined under section 4958(f)(1)), persons described in section 4958(c)(3)(B), and contributing employers and sponsoring organizations of section 601(c)(9) voluntary employees' beneficiary organizations (see instructions). Complete Part II of Schedule L	06	0
7	Notes and loans receivable, net	07	0
8	Inventories for sale or use	08	0
9	Prepaid expenses and deferred charges	45,625.9	45,625.
10a	Land, buildings, and equipment cost or other basis. Complete Part VI of Schedule D	149,370	
10b	Less: accumulated depreciation	60,444.	131,590.10c
11	Investments - publicly traded securities	6,431,625.11	14,066,615.
12	Investments - other securities. See Part IV, line 11	012	0
13	Investments - program-related. See Part IV, line 11	013	0
14	Intangible assets	014	0
15	Other assets. See Part IV, line 11	015	0
16	Total assets. Add lines 1 through 15 (must equal line 34)	8,357,225.16	15,445,443.
Liabilities			
17	Accounts payable and accrued expenses	1,236,660.17	1,167,916.
18	Grants payable	733,000.18	0
19	Deferred revenue	019	0
20	Tax-exempt bond liabilities	020	0
21	Escrow or custodial account liability. Complete Part IV of Schedule D	021	0
22	Loans and other payables to current and former officers, directors, trustees, key employees, highest compensated employees, and disqualified persons. Complete Part II of Schedule L	022	200,000.
23	Secured mortgages and notes payable to unrelated third parties	1,159,203.23	0
24	Unsecured notes and loans payable to unrelated third parties	2,500,000.24	9,318,750.
25	Other liabilities (including federal income tax, payables to related third parties, and other liabilities not included on lines 17-24). Complete Part X of Schedule D	025	0
26	Total liabilities. Add lines 17 through 25	5,628,863.26	10,686,666.
Organizations that follow SFAS 117 (ASC 958), check here ► <input checked="" type="checkbox"/> and complete lines 27 through 28, and lines 33 and 34.			
27	Unrestricted net assets	873,356.27	2,376,415.
28	Temporarily restricted net assets	1,855,006.28	2,382,362.
29	Permanently restricted net assets	029	0
Organizations that do not follow SFAS 117 (ASC 958), check here ► <input type="checkbox"/> and complete lines 30 through 34.			
30	Capital stock or trust principal, or current funds	30	
31	Paid-in or capital surplus, or land, building, or equipment fund	31	
32	Retained earnings, endowment, accumulated income, or other funds	32	
33	Total net assets or fund balances	2,728,362.33	4,758,777.
34	Total liabilities and net assets/fund balances	8,357,225.34	15,445,443.

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WON-EX 0185

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Part XI Reconciliation of Net AssetsCheck if Schedule O contains a response or note to any line in this Part XI

1 Total revenue (must equal Part VIII, column (A), line 12)	1	13,586,659.
2 Total expenses (must equal Part IX, column (A), line 25)	2	12,786,550.
3 Revenue less expenses. Subtract line 2 from line 1	3	800,119.
4 Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	4	2,728,362.
5 Net unrealized gains (losses) on investments	5	1,230,296.
6 Donated services and use of facilities	6	0
7 Investment expenses	7	0
8 Prior period adjustments	8	0
9 Other changes in net assets or fund balances (explain in Schedule O)	9	0
10 Net assets or fund balances at end of year. Combine lines 3 through 9 (must equal Part X, line 33, column (B))	10	4,758,777.

Part XII Financial Statements and ReportingCheck if Schedule O contains a response or note to any line in this Part XII

	Yes	No
1 Accounting method used to prepare the Form 990: <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other If the organization changed its method of accounting from a prior year or checked "Other," explain in Schedule O.		
2a Were the organization's financial statements compiled or reviewed by an independent accountant? If "Yes," check a box below to indicate whether the financial statements for the year were compiled or reviewed on a separate basis, consolidated basis, or both: <input type="checkbox"/> Separate basis <input type="checkbox"/> Consolidated basis <input type="checkbox"/> Both consolidated and separate basis	2a	X
2b Were the organization's financial statements audited by an independent accountant? If "Yes," check a box below to indicate whether the financial statements for the year were audited on a separate basis, consolidated basis, or both: <input checked="" type="checkbox"/> Separate basis <input type="checkbox"/> Consolidated basis <input type="checkbox"/> Both consolidated and separate basis	2b	X
2c If "Yes" to line 2a or 2b, does the organization have a committee that assumes responsibility for oversight of the audit, review, or compilation of its financial statements and selection of an independent accountant? If the organization changed either its oversight process or selection process during the tax year, explain in Schedule O.	2c	X
3a As a result of a federal award, was the organization required to undergo an audit or audits as set forth in the Single Audit Act and OMB Circular A-133? b If "Yes," did the organization undergo the required audit or audits? If the organization did not undergo the required audit or audits, explain why in Schedule O and describe any steps taken to undergo such audits.	3a	X
	3b	

Form 990 (2013)

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WON-EX 0186

SCHEDULE A
(Form 990 or 990-EZ)

Public Charity Status and Public Support

Complete if the organization is a section 501(c)(3) organization or a section 4947(a)(1) nonexempt charitable trust.

OMB No. 1545-0047

2013

Open to Public
Inspection

Department of the Treasury
Internal Revenue Service

►Information about Schedule A (Form 990 or 990-EZ) and its Instructions is at www.irs.gov/form990.

Name of the organization
WONDERWORK, INC.

Employer identification number
27-4159217

Part I Reason for Public Charity Status (All organizations must complete this part.) See instructions.

The organization is not a private foundation because it is: (For lines 1 through 11, check only one box.)

- 1 A church, convention of churches, or association of churches described in section 170(b)(1)(A)(i).
- 2 A school described in section 170(b)(1)(A)(ii). (Attach Schedule E.)
- 3 A hospital or a cooperative hospital service organization described in section 170(b)(1)(A)(iii).
- 4 A medical research organization operated in conjunction with a hospital described in section 170(b)(1)(A)(iii). Enter the hospital's name, city, and state: _____
- 5 An organization operated for the benefit of a college or university owned or operated by a governmental unit described in section 170(b)(1)(A)(iv). (Complete Part II.)
- 6 A federal, state, or local government or governmental unit described in section 170(b)(1)(A)(v).
- 7 An organization that normally receives a substantial part of its support from a governmental unit or from the general public described in section 170(b)(1)(A)(vi). (Complete Part II.)
- 8 A community trust described in section 170(b)(1)(A)(vi). (Complete Part II.)
- 9 An organization that normally receives: (1) more than 33 1/3% of its support from contributions, membership fees, and gross receipts from activities related to its exempt functions - subject to certain exceptions, and (2) no more than 33 1/3% of its support from gross investment income and unrelated business taxable income (less section 511 tax) from businesses acquired by the organization after June 30, 1975. See section 509(a)(2). (Complete Part III.)
- 10 An organization organized and operated exclusively to test for public safety. See section 509(a)(4).
- 11 An organization organized and operated exclusively for the benefit of, to perform the functions of, or to carry out the purposes of one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2). See section 509(a)(3). Check the box that describes the type of supporting organization and complete lines 11a through 11h.
 a Type I b Type II c Type III-Functionally integrated d Type III-Non-functionally integrated
 e By checking this box, I certify that the organization is not controlled directly or indirectly by one or more disqualified persons other than foundation managers and other than one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2).
 f If the organization received a written determination from the IRS that it is a Type I, Type II, or Type III supporting organization, check this box. _____
 g Since August 17, 2006, has the organization accepted any gift or contribution from any of the following persons?
 (I) A person who directly or indirectly controls, either alone or together with persons described in (ii) and (III) below, the governing body of the supported organization?
 (II) A family member of a person described in (I) above?
 (III) A 35% controlled entity of a person described in (I) or (II) above?

h Provide the following information about the supported organization(s).

(I) Name of supported organization	(II) EIN	(III) Type of organization (described on lines 1-9 above or IRC section (see Instructions))	(IV) Is the organization in col. (I) listed in your governing document?		(V) Did you notify the organization in col. (I) of your support?		(VI) Is the organization in col. (I) organized in the U.S.?		(VII) Amount of monetary support	
			Yes	No	Yes	No	Yes	No	Yes	No
(A)										
(B)										
(C)										
(D)										
(E)										
Total										

For Paperwork Reduction Act Notice, see the Instructions for Form 990 or 990-EZ.

Schedule A (Form 990 or 990-EZ) 2013

Schedule A (Form 990 or 990-EZ) 2013

Part II Support Schedule for Organizations Described in Sections 170(b)(1)(A)(iv) and 170(b)(1)(A)(vi)
 (Complete only if you checked the box on line 5, 7, or 8 of Part I or if the organization failed to qualify under Part III. If the organization fails to qualify under the tests listed below, please complete Part III.)

Section A. Public Support

Calendar year (or fiscal year beginning in) ►	(a) 2009	(b) 2010	(c) 2011	(d) 2012	(e) 2013	(f) Total
1 Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants.")	0	50,767.	7,878,990.	7,446,172.	12,912,667.	28,288,596.
2 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						0
3 The value of services or facilities furnished by a governmental unit to the organization without charge						0
4 Total. Add lines 1 through 3		50,767.	7,878,990.	7,446,172.	12,912,667.	28,288,596.
5 The portion of total contributions by each person (other than a governmental unit or publicly supported organization) included on line 1 that exceeds 2% of the amount shown on line 11, column (f).						8,721,888.
6 Public support. Subtract line 5 from line 4.						18,566,708.

Section B. Total Support

Calendar year (or fiscal year beginning in) ►	(a) 2009	(b) 2010	(c) 2011	(d) 2012	(e) 2013	(f) Total
7 Amounts from line 4		50,767.	7,878,990.	7,446,172.	12,912,667.	28,288,596.
8 Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources.			6.	3,314.	41,243.	312,826.
9 Net income from unrelated business activities, whether or not the business is regularly carried on						0
10 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV).						0
11 Total support. Add lines 7 through 10						28,601,422.
12 Gross receipts from related activities, etc. (see instructions)				12		1,333,667.
13 First five years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and stop here ► [X]						

Section C. Computation of Public Support Percentage

14 Public support percentage for 2013 (line 6, column (f) divided by line 11, column (f))	14	%
15 Public support percentage from 2012 Schedule A, Part II, line 14	15	%
16a 33 1/3% support test - 2013. If the organization did not check the box on line 13, and line 14 is 33 1/3% or more, check this box and stop here. The organization qualifies as a publicly supported organization ► []		
b 33 1/3% support test - 2012. If the organization did not check a box on line 13 or 16a, and line 15 is 33 1/3% or more, check this box and stop here. The organization qualifies as a publicly supported organization ► []		
17a 10%-facts-and-circumstances test - 2013. If the organization did not check a box on line 13, 16a, or 16b, and line 14 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and stop here. Explain in Part IV how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization ► []		
b 10%-facts-and-circumstances test - 2012. If the organization did not check a box on line 13, 16a, 16b, or 17a, and line 15 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and stop here. Explain in Part IV how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization ► []		
18 Private foundation. If the organization did not check a box on line 13, 16a, 16b, 17a, or 17b, check this box and see instructions ► []		

Schedule A (Form 990 or 990-EZ) 2013

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Schedule A (Form 990 or 990-EZ) 2013

Part III Support Schedule for Organizations Described in Section 509(a)(2)(Complete only if you checked the box on line 9 of Part I or if the organization failed to qualify under Part II.
If the organization fails to qualify under the tests listed below, please complete Part II.)**Section A. Public Support**

Calendar year (or fiscal year beginning in) ►

- 1 Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants.")
 2 Gross receipts from admissions, merchandise sold or services performed, or facilities furnished in any activity that is related to the organization's tax-exempt purpose
 3 Gross receipts from activities that are not an unrelated trade or business under section 513 .
 4 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf
 5 The value of services or facilities furnished by a governmental unit to the organization without charge
 6 Total. Add lines 1 through 5
 7a Amounts included on lines 1, 2, and 3 received from disqualified persons
 b Amounts included on lines 2 and 3 received from other than disqualified persons that exceed the greater of \$5,000 or 1% of the amount on line 13 for the year
 c Add lines 7a and 7b
 8 Public support (Subtract line 7c from line 6)

	(a) 2009	(b) 2010	(c) 2011	(d) 2012	(e) 2013	(f) Total
1						
2						
3						
4						
5						
6						
7a						
b						
c						
8						

Section B. Total Support

Calendar year (or fiscal year beginning in) ►

- 9 Amounts from line 6
 10a Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources
 b Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975
 c Add lines 10a and 10b
 11 Net income from unrelated business activities not included in line 10b, whether or not the business is regularly carried on
 12 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV)
 13 Total support. (Add lines 9, 10c, 11, and 12.)
 14 First five years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and stop here. ►

	(a) 2009	(b) 2010	(c) 2011	(d) 2012	(e) 2013	(f) Total
9						
10a						
b						
c						
11						
12						
13						
14						

Section C. Computation of Public Support Percentage

- 15 Public support percentage for 2013 (line 8, column (f) divided by line 13, column (f)) 15 %
 16 Public support percentage from 2012 Schedule A, Part III, line 15 16 %

Section D. Computation of Investment Income Percentage

- 17 Investment income percentage for 2013 (line 10c, column (f) divided by line 13, column (f)) 17 %
 18 Investment income percentage from 2012 Schedule A, Part III, line 17 18 %
 19a 33 1/3% support tests - 2013. If the organization did not check the box on line 14, and line 15 is more than 33 1/3%, and line 17 is not more than 33 1/3%, check this box and stop here. The organization qualifies as a publicly supported organization ►
 b 33 1/3% support tests - 2012. If the organization did not check a box on line 14 or line 19a, and line 16 is more than 33 1/3%, and line 18 is not more than 33 1/3%, check this box and stop here. The organization qualifies as a publicly supported organization ►
 20 Private foundation. If the organization did not check a box on line 14, 19a, or 19b, check this box and see instructions ►

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Schedule A (Form 990 or 990-EZ) 2013

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WONDERWORK, INC.

27-4159217

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Schedule A (Form 990 or 990-EZ) 2013

Part IV Supplemental Information. Provide the explanations required by Part II, line 10; Part II, line 17a or 17b; and Part III, line 12. Also complete this part for any additional information. (See instructions).

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Schedule A (Form 990 or 990-EZ) 2013

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WON-EX 0190

**SCHEDULE D
(Form 990)****Supplemental Financial Statements**► Complete if the organization answered "Yes," to Form 990,
Part IV, line 6, 7, 8, 9, 10, 11a, 11b, 11c, 11d, 11e, 11f, 12a, or 12b.► Attach to Form 990.
► Information about Schedule D (Form 990) and its instructions is at www.irs.gov/form990.

OMB No. 1545-0047

2013Open to Public
InspectionDepartment of the Treasury
Internal Revenue Service

Name of the organization

WONDERWORK, INC.

Employer Identification number
27-4159217**Part I Organizations Maintaining Donor Advised Funds or Other Similar Funds or Accounts.**
Complete if the organization answered "Yes" to Form 990, Part IV, line 6.

	(a) Donor advised funds	(b) Funds and other accounts
1 Total number at end of year		
2 Aggregate contributions to (during year)		
3 Aggregate grants from (during year)		
4 Aggregate value at end of year		
5 Did the organization inform all donors and donor advisors in writing that the assets held in donor advised funds are the organization's property, subject to the organization's exclusive legal control?	<input type="checkbox"/>	Yes <input type="checkbox"/> No
6 Did the organization inform all grantees, donors, and donor advisors in writing that grant funds can be used only for charitable purposes and not for the benefit of the donor or donor advisor, or for any other purpose conferring impermissible private benefit?	<input type="checkbox"/>	Yes <input type="checkbox"/> No

Part II Conservation Easements. Complete if the organization answered "Yes" to Form 990, Part IV, line 7.

1 Purpose(s) of conservation easements held by the organization (check all that apply).	
<input type="checkbox"/> Preservation of land for public use (e.g., recreation or education)	<input type="checkbox"/> Preservation of an historically important land area
<input type="checkbox"/> Protection of natural habitat	<input type="checkbox"/> Preservation of a certified historic structure
<input type="checkbox"/> Preservation of open space	
2 Complete lines 2a through 2d if the organization held a qualified conservation contribution in the form of a conservation easement on the last day of the tax year.	
a Total number of conservation easements	2a
b Total acreage restricted by conservation easements	2b
c Number of conservation easements on a certified historic structure included in (a)	2c
d Number of conservation easements included in (c) acquired after 8/17/06, and not on a historic structure listed in the National Register	2d
3 Number of conservation easements modified, transferred, released, extinguished, or terminated by the organization during the tax year ►	
4 Number of states where property subject to conservation easement is located ►	
5 Does the organization have a written policy regarding the periodic monitoring, inspection, handling of violations, and enforcement of the conservation easements it holds?	<input type="checkbox"/> Yes <input type="checkbox"/> No
6 Staff and volunteer hours devoted to monitoring, inspecting, and enforcing conservation easements during the year ►	
7 Amount of expenses incurred in monitoring, inspecting, and enforcing conservation easements during the year ► \$	
8 Does each conservation easement reported on line 2(d) above satisfy the requirements of section 170(h)(4)(B) (i) and section 170(h)(4)(B)(ii)?	<input type="checkbox"/> Yes <input type="checkbox"/> No
9 In Part XIII, describe how the organization reports conservation easements in its revenue and expense statement, and balance sheet, and include, if applicable, the text of the footnote to the organization's financial statements that describes the organization's accounting for conservation easements.	

Part III Organizations Maintaining Collections of Art, Historical Treasures, or Other Similar Assets.
Complete if the organization answered "Yes" to Form 990, Part IV, line 8.

1a If the organization elected, as permitted under SFAS 116 (ASC 958), not to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide, in Part XIII, the text of the footnote to its financial statements that describes these items.
b If the organization elected, as permitted under SFAS 116 (ASC 958), to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide the following amounts relating to these items:
(I) Revenues included in Form 990, Part VIII, line 1
(II) Assets included in Form 990, Part X
2 If the organization received or held works of art, historical treasures, or other similar assets for financial gain, provide the following amounts required to be reported under SFAS 116 (ASC 958) relating to these items:
a Revenues included in Form 990, Part VIII, line 1
b Assets included in Form 990, Part X

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Schedule D (Form 990) 2013

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Schedule D (Form 990) 2013

Part III Organizations Maintaining Collections of Art, Historical Treasures, or Other Similar Assets (continued)

- 3 Using the organization's acquisition, accession, and other records, check any of the following that are a significant use of its collection items (check all that apply):

a <input type="checkbox"/> Public exhibition	d <input type="checkbox"/> Loan or exchange programs
b <input type="checkbox"/> Scholarly research	e <input type="checkbox"/> Other _____
c <input type="checkbox"/> Preservation for future generations	

- 4 Provide a description of the organization's collections and explain how they further the organization's exempt purpose in Part XIII.

- 5 During the year, did the organization solicit or receive donations of art, historical treasures, or other similar assets to be sold to raise funds rather than to be maintained as part of the organization's collection? Yes No

Part IV Escrow and Custodial Arrangements. Complete if the organization answered "Yes" to Form 990, Part IV, line 9, or reported an amount on Form 990, Part X, line 21.

- 1a Is the organization an agent, trustee, custodian or other intermediary for contributions or other assets not included on Form 990, Part X? Yes No

b If "Yes," explain the arrangement in Part XIII and complete the following table:

		Amount
c Beginning balance		1e
d Additions during the year		1d
e Distributions during the year		1e
f Ending balance		1f

- 2a Did the organization include an amount on Form 990, Part X, line 21? Yes No

b If "Yes," explain the arrangement in Part XIII. Check here if the explanation has been provided in Part XIII.

Part V Endowment Funds. Complete if the organization answered "Yes" to Form 990, Part IV, line 10.

	(a) Current year	(b) Prior year	(c) Two years back	(d) Three years back	(e) Four years back
1a Beginning of year balance					
b Contributions					
c Net investment earnings, gains, and losses					
d Grants or scholarships					
e Other expenditures for facilities and programs					
f Administrative expenses					
g End of year balance					

- 2 Provide the estimated percentage of the current year end balance (line 1g, column (a)) held as:

a Board designated or quasi-endowment ► %

b Permanent endowment ► %

c Temporarily restricted endowment ► %

The percentages in lines 2a, 2b, and 2c should equal 100%.

- 3a Are there endowment funds not in the possession of the organization that are held and administered for the organization by:

(I) unrelated organizations Yes No
 (II) related organizations Yes No

- b If "Yes" to 3a(II), are the related organizations listed as required on Schedule R? Yes No

- 4 Describe in Part XIII the intended uses of the organization's endowment funds.

Part VI Land, Buildings, and Equipment. Complete if the organization answered "Yes" to Form 990, Part IV, line 11a. See Form 990, Part X, line 10.

Description of property	(a) Cost or other basis (investment)	(b) Cost or other basis (other)	(c) Accumulated depreciation	(d) Book value
1a Land				
b Buildings				
c Leasehold improvements		57,177.	21,852	35,325.
d Equipment		45,950.	27,485	18,465.
e Other		46,243.	11,107	35,136.
Total. Add lines 1a through 1e. (Column (d) must equal Form 990, Part X, column (B), line 10(c).)				88,926.

Schedule D (Form 990) 2013

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Schedule D (Form 990) 2013

Part VII Investments - Other Securities.

Complete if the organization answered "Yes" to Form 990, Part IV, line 11b. See Form 990, Part X, line 12.

(a) Description of security or category (including name of security)	(b) Book value	(c) Method of valuation: Cost or end-of-year market value
(1) Financial derivatives		
(2) Closely-held equity interests		
(3) Other _____		
(A) _____		
(B) _____		
(C) _____		
(D) _____		
(E) _____		
(F) _____		
(G) _____		
(H) _____		

Total. (Column (b) must equal Form 990, Part X, col. (B) line 12.) ►

Part VIII Investments - Program Related.

Complete if the organization answered "Yes" to Form 990, Part IV, line 11c. See Form 990, Part X, line 13.

(a) Description of investment	(b) Book value	(c) Method of valuation: Cost or end-of-year market value
(1) _____		
(2) _____		
(3) _____		
(4) _____		
(5) _____		
(6) _____		
(7) _____		
(8) _____		
(9) _____		

Total. (Column (b) must equal Form 990, Part X, col. (B) line 13.) ►

Part IX Other Assets.

Complete if the organization answered "Yes" to Form 990, Part IV, line 11d. See Form 990, Part X, line 15.

(a) Description	(b) Book value
(1) _____	
(2) _____	
(3) _____	
(4) _____	
(5) _____	
(6) _____	
(7) _____	
(8) _____	
(9) _____	

Total. (Column (b) must equal Form 990, Part X, col. (B) line 15.) ►

Part X Other Liabilities.

Complete if the organization answered "Yes" to Form 990, Part IV, line 11e or 11f. See Form 990, Part X, line 25.

1. (a) Description of liability	(b) Book value
(1) Federal income taxes _____	
(2) _____	
(3) _____	
(4) _____	
(5) _____	
(6) _____	
(7) _____	
(8) _____	
(9) _____	

Total. (Column (b) must equal Form 990, Part X, col. (B) line 25.) ►

2. Liability for uncertain tax positions. In Part XIII, provide the text of the footnote to the organization's financial statements that reports the organization's liability for uncertain tax positions under FIN 48 (ASC 740). Check here if the text of the footnote has been provided in Part XIII.

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Schedule D (Form 990) 2013

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WON-EX 0193

WONDERWORK, INC.

27-4159217

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Schedule D (Form 990) 2013

Part XI Reconciliation of Revenue per Audited Financial Statements With Revenue per Return.
Complete if the organization answered "Yes" to Form 990, Part IV, line 12a.

1	Total revenue, gains, and other support per audited financial statements	1	16,699,405.
2	Amounts included on line 1 but not on Form 990, Part VIII, line 12:		
a	Net unrealized gains on investments	2a	1,230,296.
b	Donated services and use of facilities	2b	1,882,441.
c	Recoveries of prior year grants	2c	
d	Other (Describe in Part XIII.)	2d	
e	Add lines 2a through 2d	2e	3,112,737.
3	Subtract line 2e from line 1	3	13,586,669.
4	Amounts included on Form 990, Part VIII, line 12, but not on line 1:		
a	Investment expenses not included on Form 990, Part VIII, line 7b	4a	
b	Other (Describe in Part XIII.)	4b	
c	Add lines 4a and 4b	4c	
5	Total revenue. Add lines 3 and 4c. (This must equal Form 990, Part I, line 12.)	5	13,586,669.

Part XII Reconciliation of Expenses per Audited Financial Statements With Expenses per Return.
Complete if the organization answered "Yes" to Form 990, Part IV, line 12a.

1	Total expenses and losses per audited financial statements	1	14,668,991.
2	Amounts included on line 1 but not on Form 990, Part IX, line 25:		
a	Donated services and use of facilities	2a	1,882,441.
b	Prior year adjustments	2b	
c	Other losses	2c	
d	Other (Describe in Part XIII.)	2d	
e	Add lines 2a through 2d	2e	1,882,441.
3	Subtract line 2e from line 1	3	12,786,550.
4	Amounts included on Form 990, Part IX, line 25, but not on line 1:		
a	Investment expenses not included on Form 990, Part VIII, line 7b	4a	
b	Other (Describe in Part XIII.)	4b	
c	Add lines 4a and 4b	4c	
5	Total expenses. Add lines 3 and 4c. (This must equal Form 990, Part I, line 18.)	5	12,786,550.

Part XIII Supplemental Information.

Provide the descriptions required for Part II, lines 3, 5, and 9; Part III, lines 1a and 4; Part IV, lines 1b and 2b; Part V, line 4; Part X, line 2; Part XI, lines 2d and 4b; and Part XII, lines 2d and 4b. Also complete this part to provide any additional information.

SEE PAGE 5

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Schedule D (Form 990) 2013

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WON-EX 0194

Part XIII Supplemental Information (continued)**UNCERTAIN TAX POSITIONS****FORM 990, SCHEDULE D, PART X, LINE 2**

WONDERWORK RECOGNIZES THE EFFECT OF INCOME TAX POSITIONS ONLY IF THOSE POSITIONS ARE MORE LIKELY THAN NOT OF BEING SUSTAINED. INCOME GENERATED FROM ACTIVITIES UNRELATED TO THE WONDERWORK'S EXEMPT PURPOSE IS SUBJECT TO TAX UNDER INTERNAL REVENUE CODE SECTION 511. WONDERWORK UTILIZES A THRESHOLD OF MORE LIKELY THAN NOT FOR RECOGNITION AND DERECOGNITION OF TAX POSITIONS TAKEN OR EXPECTED TO BE TAKEN IN A TAX RETURN. WONDERWORK DID NOT RECOGNIZE ANY UNRELATED BUSINESS INCOME TAX LIABILITY FOR THE YEARS ENDED JUNE 30, 2014 AND 2013.

**SCHEDULE F
(Form 990)****Statement of Activities Outside the United States**

OMB No. 1545-0047

2013Open to Public
InspectionDepartment of the Treasury
Internal Revenue Service

Name of the organization

WONDERWORK, INC.

Employer identification number
27-4159217

- Complete if the organization answered "Yes" on Form 990, Part IV, line 14b, 15, or 16.
► Attach to Form 990. ► See separate instructions.

► Information about Schedule F (Form 990) and its Instructions is at www.irs.gov/form990.

Part I General Information on Activities Outside the United States. Complete if the organization answered "Yes" on Form 990, Part IV, line 14b.

- 1 For grantmakers. Does the organization maintain records to substantiate the amount of its grants and other assistance, the grantees' eligibility for the grants or assistance, and the selection criteria used to award the grants or assistance? Yes No
- 2 For grantmakers. Describe in Part V the organization's procedures for monitoring the use of its grants and other assistance outside the United States.

3 Activities per Region. (The following Part I, line 3 table can be duplicated if additional space is needed.)

(a) Region	(b) Number of offices in the region	(c) Number of employees, agents, and independent contractors in region	(d) Activities conducted in region (by type) (e.g., fundraising, program services, investments, grants to recipients located in the region)	(e) If activity listed in (d) is a program service, describe specific type of service(s) in region	(f) Total expenditures for and investments in region
(1) SOUTH ASIA			GRANTMAKING		\$43,055
(2) SUB-SAHARAN AFRICA			GRANTMAKING		60,000
(3) EUROPE			GRANTMAKING		60,000
(4) EAST ASIA AND THE PACIFIC			GRANTMAKING		20,000
(5) SOUTH ASIA	1		PROGRAM SERVICES	CONSULTING	18,000
(6)					
(7)					
(8)					
(9)					
(10)					
(11)					
(12)					
(13)					
(14)					
(15)					
(16)					
(17)					
3a Sub-total		1			1,101,055
b Total from continuation sheets to Part I					
c Totals (add lines 3a and 3b)		1			1,101,055

For Paperwork Reduction Act Notice, see the Instructions for Form 990.

Schedule F (Form 990) 2013

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WON-EX 0196

WONDERWORK, INC.

Schedule F (Form 990) 2013

Grants and Other Assistance to Organizations or Entities Outside the United States. Complete if the organization answered "Yes" on Form 990.
Part IV, line 15, for any recipient who received more than \$5,000. Part II can be duplicated if additional space is needed.

1 (a) Name of organization	2 (b) IRS code section and EIN (if applicable)	3 (c) Region	4 (d) Purpose of grant	5 (e) Amount of cash grant	6 (f) Manner of disbursement	7 (g) Amount of non-cash assistance	8 (h) Method of valuation of non-cash assistance (book, FMV, appraisals, other)
(1)		SOUTH ASIA	CATARACT	20,000.	WIRE		
(2)		SUB-SAHARAN AFRICA	BURN	10,000.	CHECK		
(3)		SOUTH ASIA	CATARACT	10,000.	WIRE		
(4)		EUROPE/ICELAND/GREENLAND	BURN	10,000.	CHECK		
(5)		SUB-SAHARAN AFRICA	CATARACT	10,000.	WIRE		
(6)		SOUTH ASIA	CATARACT	20,000.	WIRE		
(7)		SOUTH ASIA	CATARACT	10,000.	WIRE		
(8)		SOUTH ASIA	CATARACT	20,000.	WIRE		
(9)		SOUTH ASIA	CATARACT	10,000.	WIRE		
(10)		EUROPE/ICELAND/GREENLAND	BURNS	10,000.	CHECK		
(11)		SUB-SAHARAN AFRICA	CATARACT	10,000.	WIRE		
(12)		SOUTH ASIA	CATARACT	10,000.	WIRE		
(13)		SOUTH ASIA	CATARACT	10,000.	WIRE		
(14)		SOUTH ASIA	BURN	22,500.	CHECK		
(15)		SOUTH ASIA	CATARACT	10,000.	WIRE		
(16)		EUROPE/ICELAND/GREENLAND	AZET, BURN	10,000.	CHECK		

- 2 Enter total number of recipient organizations listed above that are recognized as charities by the foreign country, recognized as tax-exempt by the IRS, or for which the grantee or counsel has provided a section 501(c)(3) equivalency letter.
- 3 Enter total number of other organizations or entities.

Schedule F (Form 990) 2013

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WON-EX 0197

WONDERWORK, INC.
Schedule F (Form 990) 2013

Grants and Other Assistance to Organizations or Entities Outside the United States. Complete if the organization answered "Yes" on Form 990, Part IV, line 15, for any recipient who received more than \$5,000. Part II can be duplicated if additional space is needed.

1	(a) Name of organization	(b) IRS Code section (or applicable)	(c) Region	(d) Purpose of grant	(e) Amount of cash grant	(f) Manner of cash disbursement	(g) Amount of non-cash assistance	(h) Description of non-cash assistance	(i) Method of valuation (book, FMV, appraised, other)
(1)		1099-CODE PAYMENT (if applicable)			10,000.	CHECK			
(2)	SOUTH ASIA		CONTRACT		70,000.	CASH			
(3)	SOUTH ASIA		CONTRACT		50,000.	CASH			
(4)	SOUTH ASIA		CONTRACT		30,000.	CASH			
(5)	EUROPE/ICELAND/GREENLAND		SAFE SURGERY		10,000.	CASH			
(6)	SOUTH ASIA		CONTRACT		15,000.	CASH			
(7)	SOUTH ASIA		CONTRACT		10,000.	CASH			
(8)	EAST ASIA/PACIFIC		BURS		10,000.	CASH			
(9)	SOUTH ASIA		BURS		25,000.	CASH			
(10)	SOUTH ASIA		CONTRACT		170,000.	CASH			
(11)	SOUTH ASIA		CONTRACT		30,000.	CASH			
(12)	SOUTH ASIA		CONTRACT		10,000.	CASH			
(13)	EAST ASIA/PACIFIC		CONTRACT		10,000.	CASH			
(14)	SOUTH ASIA		CONTRACT		30,000.	CHECK			
(15)	SOUTH ASIA		CONTRACT		20,000.	CASH			
(16)	SOUTH ASIA		CONTRACT		40,000.	CASH			

- 2 Enter total number of recipient organizations listed above that are recognized as charities by the foreign country, recognized as tax-exempt by the IRS, or for which the grantee or counsel has provided a section 501(c)(3) equivalency letter. ▲
 3 Enter total number of other organizations or entities. ▲

Schedule F (Form 990) 2013

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WON-EX 0198

WONDERWORK, INC.

Schedule F (Form 990) 2013

Grants and Other Assistance to Organizations or Entities Outside the United States. Complete if the organization answered "Yes" on Form 990.

Page 2

Part II Grants and Other Assistance to Organizations or Entities Outside the United States. Complete if the organization answered "Yes" on Form 990, Part II can be duplicated if additional space is needed.

1	1(a) Name of organization	1(b) IRS code section and city (if applicable)	1(c) Region	1(d) Purpose of grant	1(e) Amount of cash grant	1(f) Method of disbursement	1(g) Description of non-cash assistance	1(h) Amount of non-cash assistance	1(i) Method of valuation (book, FMV, appraisal, other)
(1)		SUB-SAHARAN AFRICA	CNTRACT	19,000.	CHECK				
(2)		SUB-SAHARAN AFRICA	CNTRACT	19,000.	WIRE				
(3)		SOUTH ASIA	CNTRACT	110,000.	WIRE				
(4)		SOUTH ASIA	CLUBFOOT	20,000.	WIRE				
(5)		EUROPE/ICELAND/GREENLAND	SEE SURGERY	10,000.	CHECK				
(6)		SUB-SAHARAN AFRICA	BURN	10,000.	WIRE				
(7)		SOUTH ASIA	CLUBFOOT	20,000.	WIRE				
(8)									
(9)									
(10)									
(11)									
(12)									
(13)									
(14)									
(15)									
(16)									

- 2 Enter total number of recipient organizations listed above that are recognized as charities by the foreign country, recognized as tax-exempt by the IRS, or for which the grantee or counsel has provided a section 501(c)(3) equivalency letter. 39.....
 3 Enter total number of other organizations or entities. ▲

Schedule F (Form 990) 2013

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WON-EX 0199

WONDERWORK, INC.

Schedule F (Form 990) 2013

**Part III Grants and Other Assistance to Individuals Outside the United States. Complete if the organization answered "Yes" on Form 990, Part IV, line 16.
Part III can be duplicated if additional space is needed.**

(a) Type of grant or assistance	(b) Recipient	(c) Number of recipients	(d) Amount of cash grant	(e) Nature of disbursement	(f) Amount of non-cash assistance	(g) Method of utilization (book, FMV, expense, other)
(1)						
(2)						
(3)						
(4)						
(5)						
(6)						
(7)						
(8)						
(9)						
(10)						
(11)						
(12)						
(13)						
(14)						
(15)						
(16)						
(17)						
(18)						

Schedule F (Form 990) 2013

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WON-EX 0200

27-4159217

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WONDERWORK, INC.

27-4159217

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Schedule F (Form 990) 2013

Part IV Foreign Forms

- 1 Was the organization a U.S. transferor of property to a foreign corporation during the tax year? If "Yes," the organization may be required to file Form 926, Return by a U.S. Transferor of Property to a Foreign Corporation (see Instructions for Form 926). Yes No
- 2 Did the organization have an interest in a foreign trust during the tax year? If "Yes," the organization may be required to file Form 3520, Annual Return to Report Transactions with Foreign Trusts and Receipt of Certain Foreign Gifts, and/or Form 3520-A, Annual Information Return of Foreign Trust With a U.S. Owner (see Instructions for Forms 3520 and 3520-A). Yes No
- 3 Did the organization have an ownership interest in a foreign corporation during the tax year? If "Yes," the organization may be required to file Form 5471, Information Return of U.S. Persons With Respect To Certain Foreign Corporations. (see Instructions for Form 5471). Yes No
- 4 Was the organization a direct or indirect shareholder of a passive foreign investment company or a qualified electing fund during the tax year? If "Yes," the organization may be required to file Form 8621, Information Return by a Shareholder of a Passive Foreign Investment Company or Qualified Electing Fund. (see Instructions for Form 8621). Yes No
- 5 Did the organization have an ownership interest in a foreign partnership during the tax year? If "Yes," the organization may be required to file Form 8865, Return of U.S. Persons With Respect To Certain Foreign Partnerships. (see Instructions for Form 8865). Yes No
- 6 Did the organization have any operations in or related to any boycotting countries during the tax year? If "Yes," the organization may be required to file Form 5713, International Boycott Report (see Instructions for Form 5713). Yes No

Schedule F (Form 990) 2013

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WON-EX 0201

WONDERWORK, INC.

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Schedule F (Form 990) 2013

Part V Supplemental Information

Complete this part to provide the information required by Part I, line 2 (monitoring of funds); Part I, line 3, column (f) (accounting method; amounts of investments vs. expenditures per region); Part II, line 1 (accounting method); Part III (accounting method); and Part III, column (c) (estimated number of recipients), as applicable. Also complete this part to provide any additional information (see instructions).

GRANT ELIGIBILITY

FORM 990, SCH F, PART I, LINE 1

THE ORGANIZATION HAS A SPECIFIC METHODOLOGY FOR SELECTING PROGRAM GRANTEES, WHICH INCLUDES EXTENSIVE RESEARCH INTO A POTENTIAL GRANTEE'S MISSION AND PROGRAMS. THE SELECTION PROCESS ALSO INCLUDES OBTAINING THIRD PARTY REFERENCES ABOUT THE GRANTEE'S HISTORY AND CROSS REFERENCING WITH THE US DEPARTMENT OF THE TREASURY AND THE TERRORISM AND FINANCIAL INTELLIGENCE OFFICE.

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Schedule F (Form 990) 2013

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WON-EX 0202

SCHEDULE G
(Form 990 or 990-EZ)
 Department of the Treasury
 Internal Revenue Service

Supplemental Information Regarding Fundraising or Gaming Activities

Complete if the organization answered "Yes" to Form 990, Part IV, lines 17, 18, or 19, or if the organization entered more than \$15,000 on Form 990-EZ, line 6a.

► Attach to Form 990 or Form 990-EZ.
 ► Information about Schedule G (Form 990 or 990-EZ) and its Instructions is at www.irs.gov/form990.

OMB No. 1545-0047

2013

Open to Public
 Inspection

Employer identification number
 27-4159217

Name of the organization
 WONDERWORK, INC.

Part I **Fundraising Activities.** Complete if the organization answered "Yes" to Form 990, Part IV, line 17.
 Form 990-EZ filers are not required to complete this part.

1 Indicate whether the organization raised funds through any of the following activities. Check all that apply.

- | | |
|--|---|
| a <input checked="" type="checkbox"/> Mail solicitations | e <input checked="" type="checkbox"/> Solicitation of non-government grants |
| b <input checked="" type="checkbox"/> Internet and email solicitations | f <input type="checkbox"/> Solicitation of government grants |
| c <input type="checkbox"/> Phone solicitations | g <input type="checkbox"/> Special fundraising events |
| d <input checked="" type="checkbox"/> In-person solicitations | |

- a Did the organization have a written or oral agreement with any individual (including officers, directors, trustees or key employees listed in Form 990, Part VII) or entity in connection with professional fundraising services? Yes No
 b If "Yes," list the ten highest paid individuals or entities (fundraisers) pursuant to agreements under which the fundraiser is to be compensated at least \$5,000 by the organization.

(I) Name and address of individual or entity (fundraiser)	(II) Activity	(III) Did fundraiser have custody or control of contributions?		(IV) Gross receipts from activity	(V) Amount paid to (or retained by) fundraiser listed in col. (I)	(VI) Amount paid to (or retained by) organization
		Yes	No			
1 TARGET MARKETTEAM	FUNDRAISING CONSULTING	X			180,000	-180,000
2						
3						
4						
5						
6						
7						
8						
9						
10						
Total					180,000	-180,000

- 3 List all states in which the organization is registered or licensed to solicit contributions or has been notified it is exempt from registration or licensing.

AL, AK, AR, CA, CO, CT, DC, FL, GA, HI, IL,
 KS, KY, ME, MD, MA, MI, MN, MS, NV, NH, NJ, NM, NY, NC, ND, OH,
 OK, OR, PA, RI, SC, TN, UT, VA, WA, WV, WI,

Schedule G (Form 990 or 990-EZ) 2013

Part II Fundraising Events. Complete if the organization answered "Yes" to Form 990, Part IV, line 18, or reported more than \$15,000 of fundraising event contributions and gross income on Form 990-EZ, lines 1 and 6b. List events with gross receipts greater than \$5,000.

		(a) Event #1 (event type)	(b) Event #2 (event type)	(c) Other events (total number)	(d) Total events (add col. (a) through col. (c))
Revenue	1 Gross receipts				
	2 Less: Contributions				
	3 Gross income (line 1 minus line 2).				
	4 Cash prizes				
	5 Noncash prizes				
	6 Rent/facility costs				
	7 Food and beverages				
	8 Entertainment				
	9 Other direct expenses				
	10 Direct expense summary. Add lines 4 through 9 in column (d)				►
	11 Net income summary. Subtract line 10 from line 3, column (d)				►

Part III Gaming. Complete if the organization answered "Yes" to Form 990, Part IV, line 19, or reported more than \$15,000 on Form 990-EZ, line 6a.

		(a) Bingo	(b) Pull tabs/instant bingo/progressive bingo	(c) Other gaming	(d) Total gaming (add col. (a) through col. (c))
Revenue	1 Gross revenue				
	2 Cash prizes				
	3 Noncash prizes				
	4 Rent/facility costs				
	5 Other direct expenses				
	6 Volunteer labor	Yes _____ % No _____ %	Yes _____ % No _____ %	Yes _____ % No _____ %	
	7 Direct expense summary. Add lines 2 through 5 in column (d)				►
	8 Net gaming income summary. Subtract line 7 from line 1, column (d)				►

9 Enter the state(s) in which the organization operates gaming activities:

a Is the organization licensed to operate gaming activities in each of these states? _____ Yes No

b If "No," explain: _____

10 a Were any of the organization's gaming licenses revoked, suspended or terminated during the tax year? Yes No

b If "Yes," explain: _____

WONDERWORK, INC.

27-4159217

Page 3

Schedule G (Form 990 or 990-EZ) 2013

- 11 Does the organization operate gaming activities with nonmembers? Yes No
- 12 Is the organization a grantor, beneficiary or trustee of a trust or a member of a partnership or other entity formed to administer charitable gaming? Yes No
- 13 Indicate the percentage of gaming activity operated in:
- a The organization's facility Yes No
 - b An outside facility Yes No
- 14 Enter the name and address of the person who prepares the organization's gaming/special events books and records:

Name ► _____

Address ► _____

- 15a Does the organization have a contract with a third party from whom the organization receives gaming revenue? Yes No
- b If "Yes," enter the amount of gaming revenue received by the organization ► \$ _____ and the amount of gaming revenue retained by the third party ► \$ _____
- c If "Yes," enter name and address of the third party:

Name ► _____

Address ► _____

- 16 Gaming manager information:

Name ► _____

Gaming manager compensation ► \$ _____

Description of services provided ► _____

 Director/officer Employee Independent contractor

- 17 Mandatory distributions:

- a Is the organization required under state law to make charitable distributions from the gaming proceeds to retain the state gaming license? Yes No
- b Enter the amount of distributions required under state law to be distributed to other exempt organizations or spent in the organization's own exempt activities during the tax year ► \$ _____

Part IV Supplemental Information. Provide the explanation required by Part I, line 2b, columns (iii) and (v), and Part III, lines 9, 9b, 10b, 15b, 15c, 16, and 17b, as applicable. Also complete this part to provide any additional information (see instructions).

PROFESSIONAL FUNDRAISERS - ADDRESSES**FORM 990, SCHEDULE G, PART I****TARGET MARKETTEAM**

1120 AVENUE OF THE AMERICAS

NEW YORK, NY 10036

Schedule G (Form 990 or 990-EZ) 2013

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WON-EX 0205

SCHEDULE I
(Form 990)

**Grants and Other Assistance to Organizations,
Governments, and Individuals in the United States**

Complete if the organization answered "Yes" to Form 990, Part IV, line 21 or 22.

► Attach to Form 990.

Department of the Treasury
Internal Revenue Service
Name of the organization

WONDERWORK, INC.
Name of the organization

COMB No. 1545-0007

2013

Open to Public
Inspection

► Information about Schedule I (Form 990) and its instructions is at www.irs.gov/Form990.

Employer identification number

27-4159217

Part I General Information on Grants and Assistance

- 1 Does the organization maintain records to substantiate the amount of the grants or assistance, the grantees' eligibility for the grants or assistance, and the selection criteria used to award the grants or assistance? Yes No

- 2 Describe in Part IV the organization's procedures for monitoring the use of grant funds in the United States.

Part II Grants and Other Assistance to Governments and Organizations in the United States. Complete if the organization answered "Yes" to Form 990, Part IV, line 21, for any recipient that received more than \$5,000. Part II can be duplicated if additional space is needed.

1 (a) Name and address of organization or government	2 (b) EIN	3 (c) EIN if applicable	4 (d) 501(c)(3) if applicable	5 (e) Amount of cash grant	6 (f) Amount of non-cash assistance	7 (g) Method of valuation (check if applicable)	8 (h) Description of non-cash assistance	9 (i) Purpose of grant or assistance
(1) AGENCE USA, OFFICE 4 WEST 13RD STREET, NEW YORK, NY 10016	13-1867121	501(c)(3)		15,000			BURN	
(2) ASICS FOUNDATION	23-7368748	501(c)(3)		10,000			CARTAGEN	
4000 LEGATO ROAD FAIRFAX, VA 22033								
(3) BERTHANY JESUS PO BOX 1241 AMHERST, MA 01002-1241	52-2234177	501(c)(3)		10,000			BURN	
(4) CHILDREN'S SPINALICAL CURE	71-0857196	501(c)(3)		19,000			BURN, CARTAGEN	
PO BOX 1251 KODIAK, AK 99615								
(5) CURE INTERNATIONAL	201 BOULDERS AVENUE LEMONT, IL 60433	501(c)(3)		150,000			CARTAGEN	
(6) HIMALAYAN CATHARINE PROJECT	01-0362326	501(c)(3)		100,000			CARTAGEN	
PO BOX 55 MONTMERY, VT 05676								
(7) LV EYES INSTITUTE 226 TUDOR ROAD ROCHESTER, NY 14619	11-2359601	501(c)(3)		10,000			CARTAGEN	
(8) MEDICAL REDEMPTION, FOUNDATION STE 200 STAFFORD, TX 77477	62-0616138	501(c)(3)		10,000			CARTAGEN, BURN	
(9) MOBILITY OUTREACH FOUNDATION SUITE 325 SEATTLE, WA 98122	91-1453116	501(c)(3)		10,000			CARTAGEN	
(10) RESURSE	145 N HOLLY ROAD SUNNYVALE, CA 94086	23-1257770	501(c)(3)	10,000			BURN	
(11) SAMSONS JEWISH COMMUNICATIVE ASSISTANT TRUST NO. 312 ROGNTY, MD 20750	52-1612148	501(c)(3)		50,000			CARTAGEN	
(12) SENGULOK VOLUNTEERS INTERNATIONAL 65712 E. MESA RIDGE, CT 06739	06-1816114	501(c)(3)		10,000			BURN	

- 2 Enter total number of section 501(c)(3) and government organizations listed in the line 1 table *

- 3 Enter total number of other organizations listed in the line 1 table *

For Paperwork Reduction Act Notice, see the Instructions for Form 990.

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Schedule I (Form 990) (2013)

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WON-EX 0206

SCHEDULE I
(Form 990)

**Grants and Other Assistance to Organizations,
Governments, and Individuals in the United States**

Complete if the organization answered "Yes" to Form 990, Part IV, line 21 or 22.

► Attach to Form 990.

► Information about Schedule I (Form 990) and its instructions is at www.irs.gov/Form990.

Name of the organization

Department of the Treasury

Internal Revenue Service

Employee Identification number

27-4159217

COMB No. 154-2047

2013

Open to Public
Inspection

Employee Identification number

27-4159217

Part I General Information on Grants and Assistance

Part II Grants and Other Assistance to Governments and Organizations in the United States. Complete if the organization answered "Yes" to Form 990, Part IV, line 21, for any recipient that received more than \$5,000. Part II can be duplicated if additional space is needed.

- 1 Does the organization maintain records to substantiate the amount of the grants or assistance, the grantees' eligibility for the grants or assistance, and the selection criteria used to award the grants or assistance? Yes No
- 2 Describe in Part IV the organization's procedures for monitoring the use of grant funds in the United States.

Part I General Information on Grants and Assistance

- 1 Does the organization maintain records to substantiate the amount of the grants or assistance, the grantees' eligibility for the grants or assistance, and the selection criteria used to award the grants or assistance?
- 2 Describe in Part IV the organization's procedures for monitoring the use of grant funds in the United States.

Part II Grants and Other Assistance to Governments and Organizations in the United States. Complete if the organization answered "Yes" to Form 990, Part IV, line 21, for any recipient that received more than \$5,000. Part II can be duplicated if additional space is needed.

1 (a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of payment (check if applicable)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
(1) THE JOHN FRANCETTI FOUNDATION 5201 LEESBURG PIKE, SUITE 104 UNITE FOR SIGHT 15TH FLOOR, NEW HAVEN, CT 06510	20-4286692	501(C)(3)	20,000				CATAST
(2) UNITE FOR SIGHT 15TH FLOOR, NEW HAVEN, CT 06510	20-0881616	501(C)(3)	46,000				CATAST
(3) -----							
(4) -----							
(5) -----							
(6) -----							
(7) -----							
(8) -----							
(9) -----							
(10) -----							
(11) -----							
(12) -----							

2 Enter total number of section 501(c)(3) and government organizations listed in the line 1 table

3 Enter total number of other organizations listed in the line 1 table

For Paperwork Reduction Act Notice, see the Instructions for Form 990.

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Schedule I (Form 990) (2013)

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WONDERWORK, INC.

Schedule (Form 990) (2015)

27-4159217

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Part III Grants and Other Assistance to Individuals in the United States. Complete if the organization answered "Yes" on Form 990, Part IV, line 22.

Part III Grants and Other Assistance to Individuals in the United States. Complete if the organization answered "Yes" on Form 990, Part IV, line 22.
Part III can be duplicated if additional space is needed.

(a) Type of grant or assistance	(b) Number of recipients	(c) Amount of cash grant	(d) Amount of non-cash assistance	(e) Method of valuation (check PAN, appraised, etc.)	(f) Description of non-cash assistance
1					
2					
3					
4					
5					
6					
7					

Part IV Supplemental Information. Complete this part to provide the information required in Part I, line 2, Part III, column (b), and any other additional information.

GRANT ELIGIBILITY

FORM 990, SCHEDULE I, PART I, LINE 2

THE ORGANIZATION HAS A SPECIFIC METHODOLOGY FOR SELECTING PROGRAM GRANTEES, WHICH INCLUDES EXTENSIVE RESEARCH INTO A POTENTIAL GRANTEE'S MISSION AND PROGRAMS. THE SELECTION PROCESS ALSO INCLUDES OBTAINING THIRD PARTY REFERENCES ABOUT THE GRANTEE'S HISTORY AND CROSS REFERENCING WITH THE US DEPARTMENT OF THE TREASURY AND THE TERRORISM AND FINANCIAL INTELLIGENCE OFFICE.

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Schedule I (Form 990) (2015)

WON-EX 0208

SCHEDULE J
(Form 990)

Department of the Treasury
Internal Revenue Service

Compensation Information
For certain Officers, Directors, Trustees, Key Employees, and Highest
Compensated Employees
► Complete if the organization answered "Yes" to Form 990, Part IV, line 23.
► Attach to Form 990. ► See separate instructions.
► Information about Schedule J (Form 990) and its instructions is at www.irs.gov/form990.

OMB No. 1545-0047

2013

Open to Public
Inspection

Name of the organization

WONDERWORK, INC.

Employer identification number
27-4159217

Part I Questions Regarding Compensation

- 1a Check the appropriate box(es) if the organization provided any of the following to or for a person listed in Form 990, Part VII, Section A, line 1a. Complete Part III to provide any relevant information regarding these items.

<input type="checkbox"/>	First-class or charter travel	<input type="checkbox"/>	Housing allowance or residence for personal use
<input type="checkbox"/>	Travel for companions	<input type="checkbox"/>	Payments for business use of personal residence
<input type="checkbox"/>	Tax indemnification and gross-up payments	<input type="checkbox"/>	Health or social club dues or initiation fees
<input type="checkbox"/>	Discretionary spending account	<input type="checkbox"/>	Personal services (e.g., maid, chauffeur, chef)

- b If any of the boxes on line 1a are checked, did the organization follow a written policy regarding payment or reimbursement or provision of all of the expenses described above? If "No," complete Part III to explain

- 2 Did the organization require substantiation prior to reimbursing or allowing expenses incurred by all directors, trustees, and officers, including the CEO/Executive Director, regarding the items checked in line 1a?

- 3 Indicate which, if any, of the following the filing organization used to establish the compensation of the organization's CEO/Executive Director. Check all that apply. Do not check any boxes for methods used by a related organization to establish compensation of the CEO/Executive Director, but explain in Part III.

<input checked="" type="checkbox"/>	Compensation committee	<input type="checkbox"/>	Written employment contract
<input type="checkbox"/>	Independent compensation consultant	<input checked="" type="checkbox"/>	Compensation survey or study
<input type="checkbox"/>	Form 990 of other organizations	<input checked="" type="checkbox"/>	Approval by the board or compensation committee

- 4 During the year, did any person listed in Form 990, Part VII, Section A, line 1a, with respect to the filing organization or a related organization:

- a Receive a severance payment or change-of-control payment?
b Participate in, or receive payment from, a supplemental nonqualified retirement plan?
c Participate in, or receive payment from, an equity-based compensation arrangement?

If "Yes" to any of lines 4a-c, list the persons and provide the applicable amounts for each item in Part III.

Only section 501(c)(3) and 501(c)(4) organizations must complete lines 5-9.

- 5 For persons listed in Form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the revenues of:

- a The organization?
b Any related organization?

If "Yes" to line 5a or 5b, describe in Part III.

- 6 For persons listed in Form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the net earnings of:

- a The organization?
b Any related organization?

If "Yes" to line 6a or 6b, describe in Part III.

- 7 For persons listed in Form 990, Part VII, Section A, line 1a, did the organization provide any non-fixed payments not described in lines 5 and 6? If "Yes," describe in Part III

- 8 Were any amounts reported in Form 990, Part VII, paid or accrued pursuant to a contract that was subject to the initial contract exception described in Regulations section 53.4956-4(a)(3)? If "Yes," describe in Part III

- 9 If "Yes" to line 8, did the organization also follow the rebuttable presumption procedure described in Regulations section 53.4956-6(c)?

For Paperwork Reduction Act Notice, see the Instructions for Form 990.

Schedule J (Form 990) 2013

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WON-EX 0209

For each individual whose compensation must be reported in Schedule J, report compensation from the organization on row (i) and from related organizations, described in the instructions, on row (ii). Do not list any individuals that are not listed on Form 990, Part VII.

Note. The sum of columns (B)(i)-(iii) for each listed individual must equal the total amount of Form 990, Part VII, Section A, line 1a, applicable column (D) and (E) amounts for that individual.

(A) Name and Title	(B) Breakdown of W-2 and/or 1095-MISC compensation			(C) Retirement and other deferred compensation	(D) Non taxable benefit	(E) Total of columns (B)(i)-(D)	(F) Compensation reported as deferred in prior Form 990
	(i) Base compensation	(ii) Bonus & incentive compensation	(iii) Other reportable compensation				
BRIAN MULLANEY 1 CO-FOUNDER, PRESIDENT & CEO	\$ 475,000.	\$ 0	\$ 0	\$ 0	\$ 42,744	\$ 517,744	\$ 0
HANA FUCHS 2 CHIEF FINANCIAL OFFICER	\$ 200,000.	\$ 0	\$ 0	\$ 0	\$ 9,252	\$ 209,252	\$ 0
KAREN LAZARUS 3 DIRECTOR STRATEGIC PROJECTS	\$ 142,500.	\$ 0	\$ 0	\$ 0	\$ 18,111	\$ 160,611	\$ 0
4	\$ 0	\$ 0	\$ 0	\$ 0	\$ 0	\$ 0	\$ 0
5	\$ 0	\$ 0	\$ 0	\$ 0	\$ 0	\$ 0	\$ 0
6	\$ 0	\$ 0	\$ 0	\$ 0	\$ 0	\$ 0	\$ 0
7	\$ 0	\$ 0	\$ 0	\$ 0	\$ 0	\$ 0	\$ 0
8	\$ 0	\$ 0	\$ 0	\$ 0	\$ 0	\$ 0	\$ 0
9	\$ 0	\$ 0	\$ 0	\$ 0	\$ 0	\$ 0	\$ 0
10	\$ 0	\$ 0	\$ 0	\$ 0	\$ 0	\$ 0	\$ 0
11	\$ 0	\$ 0	\$ 0	\$ 0	\$ 0	\$ 0	\$ 0
12	\$ 0	\$ 0	\$ 0	\$ 0	\$ 0	\$ 0	\$ 0
13	\$ 0	\$ 0	\$ 0	\$ 0	\$ 0	\$ 0	\$ 0
14	\$ 0	\$ 0	\$ 0	\$ 0	\$ 0	\$ 0	\$ 0
15	\$ 0	\$ 0	\$ 0	\$ 0	\$ 0	\$ 0	\$ 0
16	\$ 0	\$ 0	\$ 0	\$ 0	\$ 0	\$ 0	\$ 0

Schedule J (Form 990) 2013

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WON-EX 0210

WONDERRORK, INC.

27-4159217

Schedule J (Form 990) 2013

Part III Supplemental Information

Complete this part to provide the information, explanation, or descriptions required for Part I, lines 1a, 1b, 3, 4a, 4b, 4c, 5a, 5b, 6a, 6b, 7, and 8, and for Part II. Also complete this part for any additional information.

Page 3

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Schedule J (Form 990) 2013

WON-EX 0211

SCHEDULE L
(Form 990 or 990-EZ)

Transactions With Interested Persons

OMB No. 1545-0047

2013

Open To Public
Inspection

Department of the Treasury
Internal Revenue Service

► Complete if the organization answered "Yes" on Form 990, Part IV, line 25a, 25b, 26, 27, 28a,
28b, or 28c, or Form 990-EZ, Part V, line 38a or 40b.
► Attach to Form 990 or Form 990-EZ. ► See separate instructions.

► Information about Schedule L (Form 990 or 990-EZ) and its instructions is at www.irs.gov/form990.

Name of the organization
WONDERWORK, INC.

Employer identification number
27-4159217

Part I Excess Benefit Transactions (section 501(c)(3) and section 501(c)(4) organizations only).
Complete if the organization answered "Yes" on Form 990, Part IV, line 25a or 25b, or Form 990-EZ, Part V, line 40b.

1 (a) Name of disqualified person	(b) Relationship between disqualified person and organization	(c) Description of transaction	(d) Disqualified? Yes No
(1)			
(2)			
(3)			
(4)			
(5)			
(6)			

2 Enter the amount of tax incurred by the organization managers or disqualified persons during the year

under section 4958 ► \$ _____

3 Enter the amount of tax, if any, on line 2, above, reimbursed by the organization ► \$ _____

Part II Loans to and/or From Interested Persons.

Complete if the organization answered "Yes" on Form 990-EZ, Part V, line 38a or Form 990, Part IV, line 26; or if the organization reported an amount on Form 990, Part X, line 5, 6, or 22.

(a) Name of interested person	(b) Relationship with organization	(c) Purpose of loan	(d) Loan to or from the organization?	(e) Original principal amount	(f) Balance due	(g) In default?	(h) Approved by board or committee?	(i) Written agreement?
						Yes		
(1) J. MULLENAY	DISC PER	IMPACT	X	250,000.	200,000.	X	X	X
(2)								
(3)								
(4)								
(5)								
(6)								
(7)								
(8)								
(9)								
(10)								
Total					► \$ 200,000.			

Part III Grants or Assistance Benefiting Interested Persons.

Complete if the organization answered "Yes" on Form 990, Part IV, line 27.

(a) Name of interested person	(b) Relationship between interested person and the organization	(c) Amount of assistance	(d) Type of assistance	(e) Purpose of assistance
(1)				
(2)				
(3)				
(4)				
(5)				
(6)				
(7)				
(8)				
(9)				
(10)				

For Paperwork Reduction Act Notice, see the Instructions for Form 990 or 990-EZ.

Schedule L (Form 990 or 990-EZ) 2013

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WONDERWORK, INC.

27-4159217

Page 2

Schedule L (Form 990 or 990-EZ) 2013

Part IV Business Transactions Involving Interested Persons.

Complete if the organization answered "Yes" on Form 990, Part IV, line 28a, 28b, or 28c.

(a) Name of Interested person	(b) Relationship between interested person and the organization	(c) Amount of transaction	(d) Description of transaction	(e) Sharing of organization's revenue?	
				Yes	No
(1)					
(2)					
(3)					
(4)					
(5)					
(6)					
(7)					
(8)					
(9)					
(10)					

Part V Supplemental Information

Provide additional information for responses to questions on Schedule L (see instructions).

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Schedule L (Form 990 or 990-EZ) 2013

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WON-EX 0213

**SCHEDULE M
(Form 990)**

Noncash Contributions

OMB No. 1545-0047

2013

Open To Public
Inspection

Department of the Treasury
Internal Revenue Service

- Complete if the organization answered "Yes" on Form 990, Part IV, lines 29 or 30.
- Attach to Form 990.
- Information about Schedule M (Form 990) and its Instructions is at www.irs.gov/form990.

Name of the organization

WONDERWORK, INC.

Employer identification number
27-4159217

Part I Types of Property

	(a) Check if applicable	(b) Number of contributions or items contributed	(c) Noncash contribution amounts reported on Form 990, Part VIII, line 1g	(d) Method of determining noncash contribution amounts
1 Art - Works of art				
2 Art - Historical treasures				
3 Art - Fractional interests				
4 Books and publications				
5 Clothing and household goods				
6 Cars and other vehicles				
7 Boats and planes				
8 Intellectual property				
9 Securities - Publicly traded	X	6 .	239,725 .	FMV
10 Securities - Closely held stock				
11 Securities - Partnership, LLC, or trust interests				
12 Securities - Miscellaneous				
13 Qualified conservation contribution - Historic structures				
14 Qualified conservation contribution - Other				
15 Real estate - Residential				
16 Real estate - Commercial				
17 Real estate - Other				
18 Collectibles				
19 Food inventory				
20 Drugs and medical supplies				
21 Taxidermy				
22 Historical artifacts				
23 Scientific specimens				
24 Archeological artifacts				
25 Other ►(.)				
26 Other ►(.)				
27 Other ►(.)				
28 Other ►(.)				
29 Number of Forms 6283 received by the organization during the tax year for contributions for which the organization completed Form 8283, Part IV, Donee Acknowledgement	29			

		Yes	No
30 a During the year, did the organization receive by contribution any property reported in Part I, lines 1-28, that it must hold for at least three years from the date of the initial contribution, and which is not required to be used for exempt purposes for the entire holding period?	30a	X	
b If "Yes," describe the arrangement in Part II.	31	X	
31 Does the organization have a gift acceptance policy that requires the review of any non-standard contributions?	32a	X	
32 a Does the organization hire or use third parties or related organizations to solicit, process, or sell noncash contributions?	32a	X	
b If "Yes," describe in Part II.			
33 If the organization did not report an amount in column (c) for a type of property for which column (a) is checked, describe in Part II.			

For Paperwork Reduction Act Notice, see the Instructions for Form 990.

Schedule M (Form 990) (2013)

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WONDERWORK, INC.

27-4159217

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Schedule M (Form 990) (2013)

Part II Supplemental Information. Complete this part to provide the information required by Part I, lines 30b, 32b, and 33, and whether the organization is reporting in Part I, column (b), the number of contributions, the number of items received, or a combination of both. Also complete this part for any additional information.

NUMBER OF CONTRIBUTIONS

FORM 990, SCH M, PART I, COLUMN (B)

THE NUMBER IN COLUMN (B) REPRESENTS THE NUMBER OF CONTRIBUTIONS.

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Schedule M (Form 990) (2013)

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WON-EX 0215

SCHEDULE O
(Form 990 or 990-EZ)

Supplemental Information to Form 990 or 990-EZ

OMB No. 1545-0047

2013

Open to Public
Inspection

Department of the Treasury
Internal Revenue Service

Name of the organization

WONDERWORK, INC.

Employer identification number
27-4159217

ORGANIZATION'S MISSION

FORM 990, PART III, LINE 1

WONDERWORK IS A NOT-FOR-PROFIT ORGANIZATION WHICH WAS FOUNDED TO PROVIDE TREATMENT, SURGERY, AND RELATED ASSISTANCE TO CHILDREN AND ADULTS IN UNDERSERVED REGIONS OF THE WORLD. WONDERWORK PROVIDES LIFE-CHANGING SUPPORT FOR ILLNESS, DISEASE, AND DISABILITY INCLUDING BUT NOT LIMITED TO BLINDNESS, CLUBFOOT, BURN CARE, HYDROCEPHALUS, AND PEDIATRIC CARDIAC SURGERY. WONDERWORK SUPPORTS OTHER MEDICAL INSTITUTIONS AND CHARITABLE ORGANIZATIONS ENGAGED IN THE PROVISION OF THESE SERVICES; AS WELL AS, EDUCATES DOCTORS AND RAISES PUBLIC AWARENESS ON NEEDED SURGICAL CARE AND RELATED TREATMENT FOR UNDERSERVED POPULATIONS WITH DISABILITIES.

WONDERWORK ALSO AIMS TO FURTHER THE PUBLIC EDUCATION AND PUBLIC INTERACTION BY ENGAGING IN PUBLIC EDUCATION AND DELIVERY OF CALLS TO ACTION ASKING THE PUBLIC TO TAKE ACTION IN SUPPORT OF WONDERWORK'S PROGRAMS IN CONJUNCTION WITH FUNDRAISING APPEALS.

SIGNIFICANT PROGRAM SERVICE ACTIVITIES

FORM 990, PART III, LINE 3

THE ORGANIZATION WAS INCORPORATED IN AND FILED AN INITIAL RETURN IN FISCAL YEAR 2011. DURING FISCAL YEAR 2012, WONDERWORK, INC. RECEIVED SIGNIFICANT SUPPORT FROM DONORS AND INCREASED OPERATIONS TO SUPPORT ITS FIVE MAIN SERVICE AREAS - BLINDNESS, CLUBFOOT, BURN CARE, HYDROCEPHALUS, AND PEDIATRIC CARDIAC SURGERY. THE ORGANIZATION SAW CONTINUED GROWTH IN

For Privacy Act and Paperwork Reduction Act Notice, see the Instructions for Form 990 or 990-EZ.

Schedule O (Form 990 or 990-EZ) (2013)

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Schedule O (Form 990 or 990-EZ) 2013

Page 2

Name of the organization

WONDERWORK, INC.

Employer identification number

27-4159217

FISCAL YEAR 2013 AND 2014 HOWEVER, MOST DONATIONS WERE RESTRICTED TO THE
BLINDNESS, CLUBFOOT, BURN CARE PROGRAMS.

FORM 990 REVIEW

FORM 990, PART VI, LINE 11B

THE FORM 990 WAS PREPARED BY AN INTERNATIONAL ACCOUNTING FIRM AND THE
WONDERWORK FINANCE DEPARTMENT. A COPY OF THE FORM 990 WAS REVIEWED BY THE
CHAIR OF THE AUDIT COMMITTEE OF THE BOARD OF DIRECTORS AND WAS
DISTRIBUTED TO ALL BOARD MEMBERS BEFORE FILING WITH THE IRS.

CONFLICT OF INTEREST POLICY

FORM 990, PART VI, LINE 12C

EACH OFFICER, DIRECTOR AND KEY EMPLOYEE OF THE ORGANIZATION IS REQUIRED
TO DISCLOSE ANY CONFLICTS OF INTEREST THAT ARISE THROUGH EMPLOYMENT,
BOARD SERVICE OR POSITION IN THE ORGANIZATION. THE ORGANIZATION MONITORS
COMPLIANCE WITH ITS CONFLICT OF INTEREST POLICY THROUGH ANNUAL COMPLETION
OF THE QUESTIONNAIRE AND DISCLOSURE STATEMENT THAT IS DISTRIBUTED TO
THESE INDIVIDUALS.

ALSO, NEW EMPLOYEES JOINING THE ORGANIZATION ARE REQUIRED TO COMPLETE THE
QUESTIONNAIRE. POTENTIAL CONFLICTS OF INTEREST ARE INVESTIGATED
IMMEDIATELY, AND A PERSON WHO HAS A CONFLICT OF INTEREST SHALL NOT
PARTICIPATE IN DISCUSSIONS ON ANY MATTER RELATED TO THE CONFLICT.

COMPLETED QUESTIONNAIRES ARE AVAILABLE FOR INSPECTION BY ANY BOARD MEMBER
AND MAY BE REVIEWED BY THE ORGANIZATION'S LEGAL COUNSEL. THE FINANCE

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Schedule O (Form 990 or 990-EZ) 2013

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WON-EX 0217

Name of the organization

WONDERWORK, INC.

Employer identification number

27-4159217

DEPARTMENT MONITORS NEW CONTRACTS AND INVOICE PAYMENTS TO MAKE SURE THAT
THE POLICY IS FOLLOWED.

PROCESS FOR DETERMINING COMPENSATION

FORM 990, PART VI, LINE 15A & 15B

AN INDEPENDENT COMPENSATION COMMITTEE HAS BEEN ESTABLISHED BY THE BOARD OF DIRECTORS TO SECURE DATA FROM AND ABOUT COMPARABLE NONPROFIT ORGANIZATIONS IN OUR AREA TO BENCHMARK PAY. THE COMMITTEE WAS ESTABLISHED TO FURTHER COLLECT OTHER PUBLISHED SURVEY DATA, WHEN APPROPRIATE, OF FOR-PROFIT ORGANIZATIONS FOR SPECIFIC FUNCTIONAL COMPETENCIES SUCH AS FINANCE AND HUMAN RESOURCES. TOGETHER WITH THIS DATA FROM THE COMPARABLE LOCAL ORGANIZATIONS, DATA FROM THESE MARKET SEGMENTS ARE USED TO FORM A MARKET COMPOSITE TO ASSESS THE COMPETITIVENESS, FAIRNESS AND APPROPRIATENESS OF COMPENSATION PAID BY WONDERWORK TO ITS EXECUTIVES AND OTHER EMPLOYEES.

WONDERWORK'S COMPENSATION STRATEGY AND IMPLEMENTATION IS ADMINISTERED BY THIS COMPENSATION COMMITTEE, WHICH WILL REPORT ITS FINDINGS TO THE BOARD OF DIRECTORS. THE BOARD, THROUGH THIS COMMITTEE, IS RESPONSIBLE FOR ESTABLISHING AND MAINTAINING A COMPETITIVE COMPENSATION PROGRAM FOR THE ORGANIZATION AND COORDINATING AN ANNUAL REVIEW BY AN INDEPENDENT REVIEWER (OR AN INTERNAL DETERMINATION) TO EVALUATE THE ORGANIZATION'S EXECUTIVE COMPENSATION AGAINST THE COMPETITIVE MARKET. FOLLOWING THE REVIEW OF THIS EVALUATION, THE BOARD APPROVES, FOR SELECTED KEY EXECUTIVES, BASE SALARIES AND ANNUAL INCENTIVE OPPORTUNITY ADJUSTMENTS (IF ANY), AND OBJECTIVES AND GOALS FOR THE UPCOMING YEAR.

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Schedule O (Form 990 or 990-EZ) 2013

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WON-EX 0218

Name of the organization

WONDERWORK, INC.

Employer identification number

27-4159217

COMPENSATION REVIEWS ARE CONTEMPORANEOUSLY DOCUMENTED IN BOARD AND
COMMITTEE MINUTES.

DOCUMENT DISCLOSURE

FORM 990, PART VI, LINE 19

THE ORGANIZATION MAKES THE FORM 990 AVAILABLE TO THE PUBLIC BY RETAINING
A COPY AT ITS HEADQUARTERS IN NEW YORK CITY. THE FORM 990 IS ALSO
PUBLISHED ON THE INTERNET ON THE ORGANIZATION'S WEBSITE. THE
ORGANIZATION'S FINANCIAL STATEMENTS ARE ALSO AVAILABLE ON THE WEBSITE
(WWW.WONDERWORK.ORG).

THE ORGANIZATION'S GOVERNING DOCUMENTS AND CONFLICT OF INTEREST POLICY
ARE AVAILABLE UPON REQUEST.

ATTACHMENT 1FORM 990, PART VI, LINE 17 - STATES

AL, AK, AR, CA, CO, CT,
DC, FL, GA, HI, IL, KS, KY, ME, MD, MA, MI,
MN, MS, NV, NH, NJ, NM, NY, NC, ND, OH, OK, OR, PA,
RI, SC, TN, UT, VA, WA, WV, WI,

ATTACHMENT 2990, PART VII- COMPENSATION OF THE FIVE HIGHEST PAID IND. CONTRACTORS

NAME AND ADDRESS	DESCRIPTION OF SERVICES	COMPENSATION
JONES DAY	CONSULTING SERVICES	245,357.

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Schedule O (Form 990 or 990-EZ) 2013

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WON-EX 0219

Name of the organization

WONDERWORK, INC.

Employer identification number

27-4159217

ATTACHMENT 2 (CONT'D)

990, PART VII- COMPENSATION OF THE FIVE HIGHEST PAID IND. CONTRACTORS

<u>NAME AND ADDRESS</u>	<u>DESCRIPTION OF SERVICES</u>	<u>COMPENSATION</u>
222 EAST 41ST STREET NEW YORK, NY 10017-6702		
KRAVET & VOGEL, LLP 1040 AVENUE OF THE AMERICAS - STE 1101 NEW YORK, NY 10018-3703	CONSULTING SERVICES	237,240.

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Schedule O (Form 990 or 990-EZ) 2013

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WON-EX 0220

Form 8868

(Rev. January 2014)

Department of the Treasury
Internal Revenue Service**Application for Extension of Time To File an
Exempt Organization Return**

OMB No. 1545-1709

► File a separate application for each return.
► Information about Form 8868 and its Instructions is at www.irs.gov/form8868.

- If you are filing for an Automatic 3-Month Extension, complete only Part I and check this box ►
 - If you are filing for an Additional (Not Automatic) 3-Month Extension, complete only Part II (on page 2 of this form).
- Do not complete Part II unless** you have already been granted an automatic 3-month extension on a previously filed Form 8868.

Electronic filing (e-file). You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time. You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions). For more details on the electronic filing of this form, visit www.irs.gov/efile and click on e-file for Charities & Nonprofits.

Part I Automatic 3-Month Extension of Time. Only submit original (no copies needed).

A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete

Part I only ►
All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns. Enter filer's identifying number; see Instructions

Type or print	Name of exempt organization or other filer, see Instructions.	Employer identification number (EIN) or 27-4159217
File by the due date for filing your return. See Instructions.	Number, street and room or suite no. If a P.O. box, see Instructions. 420 5TH AVENUE, 27TH FLOOR	Social security number (SSN)
	City, town or post office, state, and ZIP code. For a foreign address, see Instructions. NEW YORK, NY 10018	

Enter the Return code for the return that this application is for (file a separate application for each return) 01

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	Form 4720 (other than individual)	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

- The books are in the care of ► HANA FUCHS, 420 FIFTH AVENUE, 27TH FLOOR NEW YORK, NY 10018

Telephone No. ► 212 729-1855 FAX No. ►

- If the organization does not have an office or place of business in the United States, check this box ►
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN). If this is for the whole group, check this box ► . If it is for part of the group, check this box ► and attach a list with the names and EINs of all members the extension is for.

- 1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until 02/16/2015 to file the exempt organization return for the organization named above. The extension is for the organization's return for:
- calendar year 20____ or
► tax year beginning 07/01/2013, and ending 06/30/2014.

- 2 If the tax year entered in line 1 is for less than 12 months, check reason: Initial return Final return
► Change in accounting period

- 3a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See Instructions.
- 3b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.
- 3c Balance due. Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See Instructions.

Caution: If you are going to make an electronic funds withdrawal (direct debit) with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions.

For Privacy Act and Paperwork Reduction Act Notice, see Instructions.

Form 8868 (Rev. 1-2014)

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WON-EX 0221

- If you are filing for an Additional (Not Automatic) 3-Month Extension, complete only Part II and check this box.

Note. Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868.

- If you are filing for an Automatic 3-Month Extension, complete only Part I (on page 1).

Part II Additional (Not Automatic) 3-Month Extension of Time. Only file the original (no copies needed).

Enter filer's identifying number, see instructions

Type or print	Name of exempt organization or other filer, see instructions. WONDERWORK, INC.	Employer identification number (EIN) or 27-4159217
File by the due date for filing your return. See Instructions.	Number, street, and room or suite no. if a P.O. box, see instructions. 420 5TH AVENUE, 27TH FLOOR	Social security number (SSN) City, town or post office, state, and ZIP code. For a foreign address, see instructions. NEW YORK, NY 10018

Enter the Return code for the return that this application is for (file a separate application for each return) 01

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01		
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	Form 4720 (other than individual)	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(e) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.

- The books are in the care of ► HANA EICHES, 420 FIFTH AVENUE, 27TH FLOOR NEW YORK, NY 10018 Telephone No. ► 212 729-1855 Fax No. ►
- If the organization does not have an office or place of business in the United States, check this box
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) . If this is for the whole group, check this box If it is for part of the group, check this box and attach a list with the names and EINs of all members the extension is for.
- I request an additional 3-month extension of time until 05/15/2015.
- For calendar year _____, or other tax year beginning 07/01/2013, and ending 06/30/2014.
- If the tax year entered in line 5 is for less than 12 months, check reason: Initial return Final return Change in accounting period
- State in detail why you need the extension INFORMATION NECESSARY TO PREPARE A COMPLETE AND ACCURATE RETURN IS NOT YET AVAILABLE.

8a If this application is for Forms 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	8a \$ 0
b If this application is for Forms 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868.	8b \$ 0
c Balance Due. Subtract line 8a from line 8b. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	8c \$ 0

Signature and Verification must be completed for Part II only.

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form.

Signature ► *Jeanne* Title ► PAID PREPARER Date ► 2/9/15
Form 8868 (Rev. 1-2014)



WONDERWORK, INC.

Financial Statements

June 30, 2014 and 2013

(With Independent Auditors' Report Thereon)

WON-EX 0223



KPMG LLP
345 Park Avenue
New York, NY 10154-0102

Independent Auditors' Report

The Board of Directors
WonderWork, Inc.:

We have audited the accompanying financial statements of WonderWork, Inc. (WonderWork), which comprise the balance sheets as of June 30, 2014 and 2013, and the related statements of activities, functional expenses, and cash flows for the years then ended, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation and fair presentation of these financial statements in accordance with U.S. generally accepted accounting principles; this includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error.

Auditors' Responsibility

Our responsibility is to express an opinion on these financial statements based on our audits. We conducted our audits in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditors' judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the organization's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the organization's internal control. Accordingly, we express no such opinion. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of WonderWork, Inc. as of June 30, 2014 and 2013, and the changes in its net assets and its cash flows for the years then ended, in accordance with U.S. generally accepted accounting principles.

KPMG LLP

May 7, 2015

KPMG LLP is a Delaware limited liability partnership,
the U.S. member firm of KPMG International Cooperative
(KPMG International), a Swiss entity.

WON-EX 0224

WONDERWORK, INC.

Balance Sheets

June 30, 2014 and 2013

Assets	2014	2013
Cash and cash equivalents	\$ 873,961	1,178,229
Contributions receivable (note 3)	370,116	570,156
Prepaid expenses and other assets	45,625	45,625
Investments (note 4)	14,066,815	6,431,625
Property and equipment, net	88,926	131,590
Total assets	\$ 15,445,443	8,357,225
Liabilities and Net Assets		
Liabilities:		
Accounts payable and accrued expenses	\$ 1,167,916	1,236,660
Loans payable (note 7)	9,518,750	3,659,203
Grants and other amounts payable to Help Me See (note 8)	—	733,000
Total liabilities	10,686,666	5,628,863
Net assets:		
Unrestricted	2,376,415	873,356
Temporarily restricted (note 6)	2,382,362	1,855,006
Total net assets	4,758,777	2,728,362
Total liabilities and net assets	\$ 15,445,443	8,357,225

See accompanying notes to financial statements.

WONDERWORK, INC.
Statements of Activities
Years ended June 30, 2014 and 2013

	2014	2013
Change in unrestricted net assets:		
Operating activities:		
Revenues:		
Contributions	\$ 5,582,853	3,777,015
In-kind contributions (note 10)	1,882,441	—
Investment gain	1,878,168	881,997
Other	26,130	—
Net assets released from restrictions (note 6)	6,069,458	2,583,838
Total revenues	<u>15,439,050</u>	<u>7,242,850</u>
Expenses:		
Program:		
Surgical treatments and related activities, and information and health education (note 10)	9,762,437	6,522,235
Management and general	286,751	527,411
Fund-raising	4,619,803	4,783,398
Total expenses	<u>14,668,991</u>	<u>11,835,244</u>
Excess (deficiency) of operating revenues over operating expenses	<u>770,059</u>	<u>(4,592,394)</u>
Nonoperating activities:		
Grant and other liability write-off (note 8)	733,000	—
Increase (decrease) in unrestricted net assets	<u>1,503,059</u>	<u>(4,592,394)</u>
Change in temporarily restricted net assets:		
Contributions	6,596,814	3,669,157
Net assets released from restrictions (note 6)	<u>(6,069,458)</u>	<u>(2,583,838)</u>
Increase in temporarily restricted net assets	<u>527,356</u>	<u>1,085,319</u>
Increase (decrease) in net assets	2,030,415	(3,507,075)
Net assets at beginning of year	<u>2,728,362</u>	<u>6,235,437</u>
Net assets at end of year	<u>\$ 4,758,777</u>	<u>2,728,362</u>

See accompanying notes to financial statements.

WONDERWORK, INC.
Statement of Functional Expenses
Year ended June 30, 2014

	Program services	Supporting services			Total
		Management and general	Fund-raising	Subtotal	
Grants	\$ 1,543,055	—	—	—	1,543,055
In-kind treatments	1,882,441	—	—	—	1,882,441
Salaries and related expenses	1,322,576	74,252	324,835	399,107	1,721,683
Professional and consulting fees	759,085	131,944	199,203	331,147	1,090,232
Occupancy	143,670	8,066	35,289	43,355	187,025
Office supplies and services	142,991	8,028	35,122	43,150	186,141
Printing, publications, and postage (note 9)	3,717,856	—	3,939,353	3,939,353	7,657,209
Depreciation	34,173	1,919	8,394	10,313	44,486
Travel and other miscellaneous	216,590	62,542	77,587	140,129	356,719
Total expenses	\$ 9,762,437	286,751	4,619,803	4,906,534	14,668,991

See accompanying notes to financial statements.

WONDERWORK, INC.
Statement of Functional Expenses
Year ended June 30, 2013

		Supporting services			
	Program services	Management and general	Fund-raising	Subtotal	Total
Grants	\$ 1,327,500	—	—	—	1,327,500
Salaries and related expenses	917,879	150,696	301,393	452,089	1,369,968
Professional and consulting fees	245,758	361,409	115,651	477,060	722,818
Occupancy	157,154	6,684	18,662	25,346	182,500
Office supplies and services	148,932	6,334	17,686	24,020	172,952
Printing, publications, and postage	3,538,996	—	4,325,440	4,325,440	7,864,436
Depreciation	10,901	464	1,294	1,758	12,659
Travel and other miscellaneous	175,115	1,824	5,472	7,296	182,411
Total expenses	\$ 6,522,235	527,411	4,785,598	5,313,009	11,835,244

See accompanying notes to financial statements.

WONDERWORK, INC.
Statements of Cash Flows
Years ended June 30, 2014 and 2013

	2014	2013
Cash flows from operating activities:		
Change in net assets	\$ 2,030,415	(3,507,075)
Adjustments to reconcile change in net assets to net cash used in operating activities:		
Depreciation and amortization	44,486	12,659
Investment gain	(1,878,168)	(881,997)
Changes in operating assets and liabilities:		
Contributions receivables	200,040	199,295
Accounts payable and accrued expenses	(68,744)	1,166,599
Grants and other amounts payable to Help Me See	(733,000)	—
Net cash used in operating activities	<u>(404,971)</u>	<u>(3,010,519)</u>
Cash flows from investing activities:		
Purchases of investments	(6,265,858)	(791,214)
Sales of investments	508,836	633,162
Purchases of property and equipment	(1,822)	(130,645)
Net cash used in investing activities	<u>(5,758,844)</u>	<u>(288,697)</u>
Cash flows from financing activities:		
Loans payable	5,859,547	3,659,203
Net cash provided by financing activities	<u>5,859,547</u>	<u>3,659,203</u>
Net (decrease) increase in cash and cash equivalents	(304,268)	359,987
Cash and cash equivalents, beginning of year	1,178,229	818,242
Cash and cash equivalents, end of year	<u>\$ 873,961</u>	<u>1,178,229</u>

See accompanying notes to financial statements.

WONDERWORK, INC.

Notes to Financial Statements

June 30, 2014 and 2013

(1) Description of Organization

WonderWork, Inc. (the Organization or WonderWork) is a not-for-profit organization, which was incorporated in 2011 to provide treatment, surgery, and related assistance to children and adults everywhere, including those in developing countries suffering from disease, illness, or disability, including, but not necessarily limited to, blindness, club foot, hydrocephalus, pediatric cardiac surgery, and burns; and to further support medical institutions and other charitable organizations engaged in the provision of these services; as well as creating general awareness of these disabilities and available treatments. Since the Organization was recently formed, many activities consisted of start-up related costs for the years ended June 30, 2014 and 2013. In 2012, WonderWork changed its name from Surgery for the Poor, Inc. to WonderWork, Inc.

(2) Summary of Significant Accounting Policies

(a) Basis of Presentation

The Organization's financial statements have been prepared on the accrual basis of accounting in accordance with U.S. generally accepted accounting principles. Net assets and the changes therein are classified and reported as follows:

Unrestricted – Net assets that are not subject to donor-imposed restrictions.

Temporarily Restricted – Net assets subject to donor-imposed restrictions that will be met by actions of the Organization and/or the passage of time.

Revenues are reported as increases in unrestricted net assets unless their use is limited by explicit donor-imposed restrictions or by law. Expenses are reported as decreases in net assets.

(b) Fair Value

Fair value is defined as the exchange price that would be received for an asset or paid to transfer a liability (an exit price) in the principal or most advantageous market for the asset or liability in an orderly transaction between market participants on the measurement date. The three levels of the fair value hierarchy are as follows:

- Level 1 inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities that a reporting entity has the ability to access at the measurement date.
- Level 2 inputs are inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly or indirectly.
- Level 3 inputs are unobservable inputs for the asset or liability.

(c) Accounting Estimates

The preparation of the financial statements in conformity with U.S. generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosures of contingencies at the date of the financial statements and revenues and expenses recognized during the reporting period. Significant estimates made in the preparation of the financial statements include determining the net realizable value of contributions,

WONDERWORK, INC.
Notes to Financial Statements
June 30, 2014 and 2013

valuation of in-kind contributions, and functional expense allocations. Actual results could differ from those estimates.

(d) Cash and Cash Equivalents

The Organization considers all highly liquid instruments with an original maturity of three months or less to be cash equivalents. The Organization maintains cash and cash equivalents in major financial institutions. Cash held by a financial institution that exceeds the Federal Deposit Insurance Corporation (FDIC) limits exposes the Organization to a concentration of credit risk.

(e) Investments

Investments are reported at fair value based upon quoted market prices.

(f) Contributions

Contributions, including unconditional promises to give (pledges), are recognized as revenue upon receipt and are considered to be unrestricted unless received with donor stipulations that limit their use through either purpose or time restrictions. Contributions with donor stipulations that limit their use are considered to be temporarily restricted until the donor restrictions expire, that is, when a time restriction ends or purpose restriction is fulfilled. Upon the expiration of donor stipulations, temporarily restricted net assets are reclassified to unrestricted net assets and reported in the accompanying statements of activities as net assets released from restrictions. Contributions expected to be received after one year are discounted at a risk-adjusted rate of return.

(g) Contributions In-Kind

Contributions in-kind include donated services and materials related to the treatments sponsored by WonderWork. These contributions are recorded at fair value on the date of donation and are recognizable as they either create or enhance assets that are not financial in nature or provided by individuals with specialized skills that would need to be purchased if the services had not been donated.

(h) Property and Equipment

Property and equipment are stated at cost less accumulated depreciation and amortization. Depreciation is computed on the straight-line basis over the estimated useful lives of the assets ranging from 3 to 5 years. Leasehold improvements are amortized on a straight-line basis over the lesser of their useful lives or the term of the lease.

(i) Income Taxes

WonderWork recognizes the effect of income tax positions only if those positions are more likely than not of being sustained. Income generated from activities unrelated to the WonderWork's exempt purpose is subject to tax under Internal Revenue Code Section 511. WonderWork utilizes a threshold of more likely than not for recognition and derecognition of tax positions taken or expected to be taken in a tax return. WonderWork did not recognize any unrelated business income tax liability for the years ended June 30, 2014 and 2013.

WONDERWORK, INC.
Notes to Financial Statements
June 30, 2014 and 2013

(3) Contributions and Contributions Receivable

Contributions receivable are scheduled to be collected as follows at June 30, 2014 and 2013:

	2014	2013
Amount due in one year or less	\$ 200,000	200,000
Amount due in 2 to 5 years	197,711	385,749
Less discount to present value at 2.4%	(27,595)	(15,593)
	<hr/> <u>\$ 370,116</u>	<hr/> <u>570,156</u>

Contributions receivable is from one donor at June 30, 2014 and 2013. Approximately 35% of contributions were received from 6 donors in 2014 and 30% of contributions were received from two donors in 2013.

(4) Investments

The following presents the Organization's investments measured at fair value as of June 30, 2014 and 2013. These all represent Level 1 investments in the fair value hierarchy.

	2014	2013
Vanguard total world stock	\$ 14,055,540	6,190,423
Vanguard all world stock excluding U.S.	—	175,670
Vanguard – other	—	65,532
Other	11,275	—
Total investments	<hr/> <u>\$ 14,066,815</u>	<hr/> <u>6,431,625</u>

(5) Commitments

The Organization has a lease agreement for the rental of its office in New York. Approximate minimum annual rentals related to this lease are as follows for the years ending June 30:

2015	\$ 182,500
2016	136,875
	<hr/> <u>\$ 319,375</u>

Rent expense for the years ended June 30, 2014 and 2013 amounted to approximately \$187,000 and \$182,500, respectively.

WONDERWORK, INC.
Notes to Financial Statements
June 30, 2014 and 2013

(6) Temporarily Restricted Net Assets

Temporarily restricted net assets are available for the following as of June 30, 2014 and 2013:

	2014	2013
Blindness	\$ —	130,943
Burns	958,278	559,412
Clubfoot	1,053,968	594,495
Time	370,116	570,156
	<hr/>	<hr/>
	\$ 2,382,362	1,855,006

Net assets were released from restrictions during the year ended June 30, 2014 by incurring expenses or the passage of time as follows:

	2014	2013
Blindness	\$ 4,271,517	505,508
Burns	614,320	894,222
Clubfoot	983,281	961,577
Hole in the heart	—	11,500
Hydrocephalus	300	11,500
Time	200,040	199,531
	<hr/>	<hr/>
	\$ 6,069,458	2,583,838

(7) Loans Payable

In fiscal 2013, the Organization received an unsecured impact loan commitment of \$7,500,000 from a foundation to be used to generate additional funding for WonderWork programs and facilitate the more effective and efficient delivery of surgeries for the poor and needy served by WonderWork. Funds loaned by the foundation are to be repaid after 5 years at the rate of 2% per annum. As of June 30, 2013, WonderWork had drawn down \$2,500,000 of this loan. In 2014, an additional \$5,000,000 was drawn down under the loan.

In 2014, the Organization received unsecured impact loans commitment of \$2,000,000 to be used to generate additional funding for WonderWork programs. Funds loaned are to be repaid after 5 years at the rate of 2% per annum. In 2014, \$100,000 of these loans were forgiven and recognized as contribution revenue in the accompanying statement of activities.

As of June 30, 2014 and 2013, WonderWork had drawn down a total of \$9,400,000 and \$2,500,000 of these loans, respectively. Interest on the loans is not due until repayment. Accrued interest expense of \$118,750 at June 30, 2014 was recognized on these loans.

During 2013, WonderWork borrowed \$1,159,203 against its investment brokerage account with interest rates ranging from 5.25% to 6%. This loan was fully repaid in October 2013.

WONDERWORK, INC.
Notes to Financial Statements
June 30, 2014 and 2013

The aggregate amount of principal due on loans payable at June 30, 2014 is as follows:

2018	\$ 7,500,000
2019	<u>1,900,000</u>
\$	<u><u>9,400,000</u></u>

Pursuit to the loan agreements, Wonderwork met its loan covenants as of June 30, 2014, which consisted of maintaining assets in excess of \$1,500,000 and maintaining expenditures of 50% or more of all public donations on program service activities.

(8) Payable to HelpMeSee

In August, 2011, WonderWork entered into a partnership agreement with HelpMeSee, another blindness charity and 501(c)(3), to work together to solve the problem of cataract blindness. This agreement provided that WonderWork would support HelpMeSee with program grants that WonderWork would pay to HelpMeSee, including an annual grant equal to the amount of the largest grant WonderWork made to a blindness partner from unrestricted funds that year, and a \$2,000,000 program grant payable at the end of the 5 year agreement. (If the agreement was terminated before 5 years, this grant would be pro-rated.) This agreement provided that HelpMeSee would help WonderWork through payments of \$166,667 per month to help pay for a portion of the expenses WonderWork incurred as part of this agreement. HelpMeSee terminated this agreement in the 12th month (August 2012) and currently the two organizations are in arbitration. The liability recorded at the termination of the agreement has been reversed as management believes the liability will not be paid.

(9) Allocation of Joint Costs

In 2014 and 2013, Wonderwork conducted activities, principally direct mailings, that included fundraising appeals as well as program components. The joint costs incurred were allocated as follows:

	2014	2013
Program services	\$ 3,717,856	3,538,996
Fund-raising	<u>3,939,353</u>	<u>4,325,440</u>
Total	<u><u>\$ 7,657,209</u></u>	<u><u>7,864,436</u></u>

(10) Contributions In-Kind

In fiscal year 2014, in-kind contributions consisted of donated professional services, overhead for medical and surgical staff and facilities, medical surgical supplies, medications, and outreach from surgical partners. The amount that hospitals donate toward the overall cost needed to provide the surgeries was \$1,882,441.

WONDERWORK, INC.

Notes to Financial Statements

June 30, 2014 and 2013

(11) Subsequent Events

In connection with the preparation of the financial statements, the Organization evaluated subsequent events after the balance sheet date of June 30, 2014 through May 7, 2015, which was the date the financial statements were available to be issued and determined that there were no additional matters that are required to be disclosed.

COPY OF WITHIN PAPER
RECEIVED

MAY 15 2015

NYS OFFICE OF THE ATTORNEY GENERAL
CHARITIES BUREAU

WON-EX 0236

FUCHS
EXHIBIT 8

MS 275

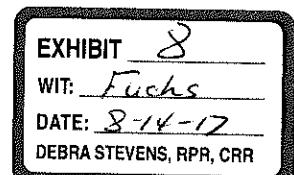
CHAR500 NYS Annual Filing for Charitable Organizations www.CharitiesNYS.com	Send with fee and attachments to: NYS Office of the Attorney General Charities Bureau Registration Section 120 Broadway New York, NY 10271	2014 Open to Public Inspection														
1. General Information <table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td colspan="2" style="padding: 2px;">For Fiscal Year Beginning (mm/dd/yyyy) <u>07 / 01 / 2014</u> and Ending (mm/dd/yyyy) <u>06 / 30 / 2015</u></td> </tr> <tr> <td style="width: 15%; padding: 2px;"><input checked="" type="checkbox"/> Address Change</td> <td style="width: 85%; padding: 2px;">Name of Organization: WONDERWORK, INC.</td> </tr> <tr> <td style="padding: 2px;"><input type="checkbox"/> Name Change</td> <td style="padding: 2px;">Employer Identification Number (EIN): 27-4159217</td> </tr> <tr> <td style="padding: 2px;"><input type="checkbox"/> Initial Filing</td> <td style="padding: 2px;">NY Registration Number: 43-28-70</td> </tr> <tr> <td style="padding: 2px;"><input type="checkbox"/> Final Filing</td> <td style="padding: 2px;">Telephone: (212) 729-1855</td> </tr> <tr> <td style="padding: 2px;"><input type="checkbox"/> Amended Filing</td> <td style="padding: 2px;">Email: HANA@WONDERWORK.ORG</td> </tr> <tr> <td style="padding: 2px;"><input type="checkbox"/> Reg ID Pending</td> <td style="padding: 2px;">Website: WWW.WONDERWORK.ORG</td> </tr> </table> <p style="font-size: small; margin-top: 5px;">Check your organization's registration category: <input type="checkbox"/> 7A only <input type="checkbox"/> EPTL only <input checked="" type="checkbox"/> DUAL (7A & EPTL) <input type="checkbox"/> EXEMPT Find your registration category in the Charities Registry at www.CharitiesNYS.com</p>			For Fiscal Year Beginning (mm/dd/yyyy) <u>07 / 01 / 2014</u> and Ending (mm/dd/yyyy) <u>06 / 30 / 2015</u>		<input checked="" type="checkbox"/> Address Change	Name of Organization: WONDERWORK, INC.	<input type="checkbox"/> Name Change	Employer Identification Number (EIN): 27-4159217	<input type="checkbox"/> Initial Filing	NY Registration Number: 43-28-70	<input type="checkbox"/> Final Filing	Telephone: (212) 729-1855	<input type="checkbox"/> Amended Filing	Email: HANA@WONDERWORK.ORG	<input type="checkbox"/> Reg ID Pending	Website: WWW.WONDERWORK.ORG
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<input type="checkbox"/> Amended Filing	Email: HANA@WONDERWORK.ORG															
<input type="checkbox"/> Reg ID Pending	Website: WWW.WONDERWORK.ORG															
2. Certification <p style="font-size: small; margin-bottom: 0;">See instructions for certification requirements. Improper certification is a violation of law that may be subject to penalties.</p> <div style="display: flex; justify-content: space-between; align-items: flex-start;"> <div style="flex: 1;"> <p style="margin: 0;">We certify under penalties of perjury that we reviewed this report, including all attachments, and to the best of our knowledge and belief, they are true, correct and complete in accordance with the laws of the State of New York applicable to this report.</p> <p style="margin: 0;">President or Authorized Officer: </p> <p style="margin: 0;">Signature: _____ Title: LED Date: 5/13/16</p> </div> <div style="flex: 1;"> <p style="margin: 0;">Chief Financial Officer or Treasurer: </p> <p style="margin: 0;">Signature: _____ Title: CFO Date: 5/13/16</p> </div> </div>																
3. Annual Reporting Exemption <p style="font-size: small; margin-bottom: 0;">Check the exemption(s) that apply to your filing. If your organization is claiming an exemption under the category (7A and EPTL only filers) or both categories (DUAL filers) that apply to your registration, complete only parts 1, 2, and 3, and submit the certified Char500. No fee, schedules, or additional attachments are required. If you cannot claim an exemption or are a DUAL filer that claims only one exemption, you must file applicable schedules and attachments and pay applicable fees.</p> <table border="0" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 15%; padding: 2px;"><input type="checkbox"/> 3a. 7A filing exemption: Total contributions from NY State including residents, foundations, government agencies, etc. did not exceed \$25,000 and the organization did not engage a professional fund raiser (PFR) or fund raising counsel (FRC) to solicit contributions during the fiscal year. Or the organization qualifies for another 7A exemption (see instructions).</td> </tr> <tr> <td style="width: 15%; padding: 2px;"><input type="checkbox"/> 3b. EPTL filing exemption: Gross receipts did not exceed \$25,000 and the market value of assets did not exceed \$25,000 at any time during the fiscal year.</td> </tr> </table>			<input type="checkbox"/> 3a. 7A filing exemption: Total contributions from NY State including residents, foundations, government agencies, etc. did not exceed \$25,000 and the organization did not engage a professional fund raiser (PFR) or fund raising counsel (FRC) to solicit contributions during the fiscal year. Or the organization qualifies for another 7A exemption (see instructions).	<input type="checkbox"/> 3b. EPTL filing exemption: Gross receipts did not exceed \$25,000 and the market value of assets did not exceed \$25,000 at any time during the fiscal year.												
<input type="checkbox"/> 3a. 7A filing exemption: Total contributions from NY State including residents, foundations, government agencies, etc. did not exceed \$25,000 and the organization did not engage a professional fund raiser (PFR) or fund raising counsel (FRC) to solicit contributions during the fiscal year. Or the organization qualifies for another 7A exemption (see instructions).																
<input type="checkbox"/> 3b. EPTL filing exemption: Gross receipts did not exceed \$25,000 and the market value of assets did not exceed \$25,000 at any time during the fiscal year.																
4. Schedules and Attachments <table border="0" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 25%; padding: 2px;">See the following page for a checklist of schedules and attachments to complete your filing.</td> <td style="width: 15%; padding: 2px;"><input checked="" type="checkbox"/> Yes <input type="checkbox"/> No</td> <td style="width: 60%; padding: 2px;">4a. Did your organization use a professional fund raiser, fund raising counsel or commercial co-venturer for fund raising activity in NY State? If yes, complete Schedule 4a.</td> </tr> <tr> <td style="padding: 2px;"></td> <td style="padding: 2px;"><input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</td> <td style="padding: 2px;">4b. Did the organization receive government grants? If yes, complete Schedule 4b.</td> </tr> </table>			See the following page for a checklist of schedules and attachments to complete your filing.	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> No	4a. Did your organization use a professional fund raiser, fund raising counsel or commercial co-venturer for fund raising activity in NY State? If yes, complete Schedule 4a.		<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	4b. Did the organization receive government grants? If yes, complete Schedule 4b.								
See the following page for a checklist of schedules and attachments to complete your filing.	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> No	4a. Did your organization use a professional fund raiser, fund raising counsel or commercial co-venturer for fund raising activity in NY State? If yes, complete Schedule 4a.														
	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	4b. Did the organization receive government grants? If yes, complete Schedule 4b.														
5. Fee <table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 25%; padding: 2px;">See the checklist on the next page to calculate your fee(s). Indicate fee(s) you are submitting here:</td> <td style="width: 25%; padding: 2px;">7A filing fee: \$ 25.</td> <td style="width: 25%; padding: 2px;">EPTL filing fee: \$ 250.</td> <td style="width: 25%; padding: 2px;">Total fee: \$ 275.</td> <td style="width: 25%; padding: 2px;">Make a single check or money order payable to: "Department of Law"</td> </tr> </table>			See the checklist on the next page to calculate your fee(s). Indicate fee(s) you are submitting here:	7A filing fee: \$ 25.	EPTL filing fee: \$ 250.	Total fee: \$ 275.	Make a single check or money order payable to: "Department of Law"									
See the checklist on the next page to calculate your fee(s). Indicate fee(s) you are submitting here:	7A filing fee: \$ 25.	EPTL filing fee: \$ 250.	Total fee: \$ 275.	Make a single check or money order payable to: "Department of Law"												

CHAR500 Annual Filing for Charitable Organizations (Updated November 2014)

Page 1

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WON-EX 0237



CHAR500

Annual Filing Checklist

Simply submit the certified CHAR500 with no fee, schedule, or additional attachments IF:
- Your organization is registered as 7A only and you marked the 7A filing exemption in Part 3.
- Your organization is registered as EPTL only and you marked the EPTL filing exemption in Part 3.
- Your organization is registered as DUAL and you marked both the 7A and EPTL filing exemption in Part 3.

Checklist of Schedules and Attachments

Check the schedules you must submit with your CHAR500 as described in Part 4:

- If you answered "yes" in Part 4a, submit Schedule 4a: Professional Fund Raisers (PFR), Fund Raising Counsel (FRC), Commercial Co-Venturers (CCV)

- If you answered "yes" in Part 4b, submit Schedule 4b: Government Grants

Check the financial attachments you must submit with your CHAR500:

- IRS Form 990, 990-EZ, or 990-PF, and 990-T if applicable

- All additional IRS Form 990 Schedules including Schedule B (Schedule of Contributors).

- IRS Form 990-T if applicable

If you are a 7A only or DUAL filer, submit the applicable independent Certified Public Accountant's Review or Audit Report:

- Review Report if you received total revenue and support greater than \$250,000 and up to \$500,000.

- Audit Report if you received total revenue and support greater than \$500,000

- No Review Report or Audit Report is required because total revenue and support is less than \$250,000

Note: The Audit and Review requirements are set to change in 2017 and 2021 in accordance with the Non Profit Revitalization Act of 2013.
For more details, visit www.CharitiesNYS.com.

Calculate Your Fee

For 7A and DUAL filers, calculate the 7A fee:

- \$0, if you marked the 7A exemption in Part 3a

- \$25, if you did not mark the 7A exemption in Part 3a

For EPTL and DUAL filers, calculate the EPTL fee:

- \$0, if you marked the EPTL exemption in Part 3b

- \$25, if the NET WORTH is less than \$50,000

- \$50, if the NET WORTH is \$50,000 or more but less than \$250,000

- \$100, if the NET WORTH is \$250,000 or more but less than \$1,000,000

- \$250, if the NET WORTH is \$1,000,000 or more but less than \$10,000,000

- \$750, if the NET WORTH is \$10,000,000 or more but less than \$50,000,000

- \$1800, if the NET WORTH is \$50,000,000 or more

Is my organization a 7A, EPTL, or DUAL filer?

- 7A filers are registered to solicit contributions in New York under Article 7-A of the Executive Law ("7A")

- EPTL filers are registered under the Estates, Powers & Trusts Law ("EPTL") because they hold assets and/or conduct activities for charitable purposes in NY.

- DUAL filers are registered under both 7A and EPTL.

Check your registration category and learn more about NY law at www.CharitiesNYS.com

Where do I find my organization's NET WORTH?

NET WORTH for fee purposes is calculated on:

- IRS Form 990 Part I, line 22

- IRS Form 990 EZ Part I line 21

- IRS Form 990 PF, calculate the difference between Total Assets at Fair Market Value (Part II, line 16(c)) and Total Liabilities (Part II, line 23(b)).

Send Your Filing

Send your CHAR500, all schedules and attachments, and total fee to:

NYS Office of the Attorney General
Charities Bureau Registration Section
120 Broadway
New York, NY 10271

CHAR500

Schedule 4a: Professional Fund Raisers, Fund Raising Counsels, Commercial Co-Venturers
www.CharitiesNYS.com

2014

Open to Public
Inspection

If you checked the box in question 4a in Part 4 on the CHAR500 Annual Filing for Charitable Organizations, complete this schedule for EACH Professional Fund Raiser (PFR), Fund Raising Counsel (FRC) or Commercial Co-Venturer (CCV) that the organization engaged for fund raising activity in NY State. Use additional pages if necessary. Include this schedule with your certified CHAR500 NYS Annual Filing for Charitable Organizations.

1. Organization Information

Name of Organization: WONDERWORK, INC.	NY Registration Number: 43-28-70
---	-------------------------------------

2. Professional Fund Raiser, Fund Raising Counsel, Commercial Co-Venturer Information

Fund Raising Professional type:	Name of FRP: CDR FUNDRAISING GROUP	NY Registration Number: 32-52-14
<input checked="" type="checkbox"/> Professional Fund Raiser	Mailing Address: 16900 SCIENCE DR. #210	Telephone: 301-858-1500
<input type="checkbox"/> Fund Raising Counsel	City / State / Zip: BOWIE, MD 20715	
<input type="checkbox"/> Commercial Co-Venturer		

3. Contract Information

Contract Start Date: N/A	Contract End Date: N/A
-----------------------------	---------------------------

4. Description of Services

Services provided by FRP: MARKETING AND FUNDRAISING CONSULTING
--

5. Description of Compensation

Compensation arrangement with FRP: FLAT FEE PAID	Amount Paid to FRP: 227,500.
--	---------------------------------

6. Commercial Co-Venturer (CCV) Report

<input type="checkbox"/> Yes <input type="checkbox"/> No	If services were provided by a CCV, did the CCV provide the charitable organization with the interim or closing report(s) required by Section 173(a) part 3 of the Executive Law Article 7A?
--	--

Definitions

A Professional Fund Raiser (PFR), In addition to other activities, conducts solicitation of contributions and/or handles the donations (Article 7A, 171-a.4). A Fund Raising Counsel (FRC) does not solicit or handle contributions but limits activities to advising or assisting a charitable organization to perform such functions for itself (Article 7A, 171-a.9).

A Commercial Co-Venturer (CCV) is an individual or for-profit company that is regularly and primarily engaged in trade or commerce other than raising funds for a charitable organization and who advertises that the purchase or use of goods, services, entertainment or any other thing of value will benefit a charitable organization (Article 7A, 171-a.6).

Form 990

Return of Organization Exempt From Income Tax

Department of the Treasury
Internal Revenue ServiceUnder section 501(c), 527, or 4947(a)(1) of the Internal Revenue Code (except private foundations)
► Do not enter social security numbers on this form as it may be made public.
► Information about Form 990 and its instructions is at www.irs.gov/form990.

OMB No. 1545-0947

2014

Open to Public
Inspection

A For the 2014 calendar year, or tax year beginning 07/01/2014, and ending 06/30/2015

B Check if applicable: <input checked="" type="checkbox"/> Address change <input type="checkbox"/> Name change <input type="checkbox"/> Initial return <input type="checkbox"/> Form returned <input type="checkbox"/> Amended return <input type="checkbox"/> Application pending	C Name of organization WONDERWORK, INC.	D Employer identification number 27-4159217
	Doing business as Number and street (or P.O. box if mail is not delivered to street address) 411 FIFTH AVENUE, SUITE 702	E Room/suite (212) 729-1855
	City or town, state or province, country, and ZIP or foreign postal code NEW YORK, NY 10016	F G Gross receipts \$ 26,739,454.
	F Name and address of principal officer: BRIAN MULLANEY 411 FIFTH AVENUE NEW YORK, NY 10016	G H Is this a group return for subordinates? Yes <input checked="" type="checkbox"/> No <input type="checkbox"/>
I Tax-exempt status: X 501(c)(3) 501(c)() (insert no.) 4947(e)(1) or 527	J Website: ► WWW.WONDERWORK.ORG	H(b) Are all subordinates included? Yes <input checked="" type="checkbox"/> No <input type="checkbox"/>
K Form of organization: X Corporation Trust Association Other ►	L Year of formation: 2011	M State of legal domicile: DE

Part I Summary

1 Briefly describe the organization's mission or most significant activities: PROVIDE FREE SURGERY TO INDIGENT CHILDREN AND ADULTS, FINANCIAL SUPPORT FOR LOCAL HOSPITALS, AND RAISE AWARENESS ABOUT THE LACK OF ACCESS TO SURGERY IN DEVELOPING COUNTRIES		
2 Check this box ► <input type="checkbox"/> If the organization discontinued its operations or disposed of more than 25% of its net assets.		
3 Number of voting members of the governing body (Part VI, line 1a)	3	4 .
4 Number of independent voting members of the governing body (Part VI, line 1b)	4	3 .
5 Total number of individuals employed in calendar year 2014 (Part V, line 2a)	5	14 .
6 Total number of volunteers (estimate if necessary)	6	3 .
7a Total unrelated business revenue from Part VIII, column (C), line 12	7a	0
b Net unrelated business taxable income from Form 990-T, line 34	7b	0
Revenue		
8 Contributions and grants (Part VIII, line 1h)	Prior Year	Current Year
9 Program service revenue (Part VIII, line 2g)	12,179,667.	12,396,269.
10 Investment income (Part VIII, column (A), lines 3, 4, and 7d)	0	0
11 Other revenue (Part VIII, column (A), lines 5, 8d, 8c, 9c, 10c, and 11e)	647,872.	2,254,262.
12 Total revenue - add lines 8 through 11 (must equal Part VIII, column (A), line 12)	759,126.	2,059.
13 Grants and similar amounts paid (Part IX, column (A), lines 1-3)	13,586,665.	14,652,590.
14 Benefits paid to or for members (Part IX, column (A), line 4)	1,543,055.	1,992,500.
15 Salaries, other compensation, employee benefits (Part IX, column (A), lines 5-10)	0	0
16a Professional fundraising fees (Part IX, column (A), line 11e)	1,721,682.	1,617,552.
b Total fundraising expenses (Part IX, column (D), line 26) ► 2,875,177.	0	0
17 Other expenses (Part IX, column (A), lines 11a-11d, 11f-24e)	9,521,813.	8,684,299.
18 Total expenses. Add lines 13-17 (must equal Part IX, column (A), line 25)	12,786,550.	12,294,351.
19 Revenue less expenses. Subtract line 18 from line 12	800,115.	2,358,239.
Beginning of Current Year End of Year		
20 Total assets (Part X, line 16)	15,445,443.	14,545,082.
21 Total liabilities (Part X, line 26)	10,666,666.	9,836,110.
22 Net assets or fund balances. Subtract line 21 from line 20	4,758,777.	4,708,972.

Part II Signature Block

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than officer) is based on all information of which preparer has any knowledge.

Sign Here	► Signature of officer	Date		
	► Type or print name and title			
Paid Preparer Use Only	Print/Type preparer's name PHILLIP GROFF	Preparer's signature	Date 05/12/2016	Check <input type="checkbox"/> If self-employed PTIN P01247783
	Firm's name ► KPMG LLP		Firm's EIN ► 13-5565207	
	Firm's address ► 345 PARK AVENUE NEW YORK, NY 10154-0102		Phone no. 212-758-9700	

May the IRS discuss this return with the preparer shown above? (see instructions) X Yes No

For Paperwork Reduction Act Notice, see the separate instructions. Form 990 (2014)

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PAGE 1

WON-EX 0240

Form 8868

(Rev. January 2014)

Department of the Treasury
Internal Revenue Service**Application for Extension of Time To File an
Exempt Organization Return**

OMB No. 1545-1709

► File a separate application for each return.
► Information about Form 8868 and its Instructions is at www.irs.gov/form8868.

- If you are filing for an Automatic 3-Month Extension, complete only Part I and check this box ►
- If you are filing for an Additional (Not Automatic) 3-Month Extension, complete only Part II (on page 2 of this form).

Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868.

Electronic filing (e-file). You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time. You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions). For more details on the electronic filing of this form, visit www.irs.gov/efile and click on e-file for Charities & Nonprofits.

Part I Automatic 3-Month Extension of Time. Only submit original (no copies needed).

A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete

Part I only ►

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns.

Enter filer's identifying number, see Instructions

Type or print	Name of exempt organization or other filer, see instructions.	Employer identification number (EIN) or 27-4159217
File by the due date for filing your return. See instructions.	Number, street, and room or suite no. If a P.O. box, see instructions. 420 5TH AVENUE, 27TH FLOOR	Social security number (SSN)
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. NEW YORK, NY 10018	

Enter the Return code for the return that this application is for (file a separate application for each return) **01**

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	Form 4720 (other than individual)	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(e) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

- The books are in the care of ► **HANA FUCHS, 420 FIFTH AVENUE, 27TH FLOOR NEW YORK, NY 10018**

Telephone No. ► **212 729-1855**

FAX No. ►

- If the organization does not have an office or place of business in the United States, check this box ►

• If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) If this is for the whole group, check this box ► . If it is for part of the group, check this box ► and attach a list with the names and EINs of all members the extension is for.

- 1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until **02/15/2016**, to file the exempt organization return for the organization named above. The extension is for the organization's return for:
- calendar year **2015** or
► tax year beginning **07/01/2014** and ending **06/30/2015**.

- 2 If the tax year entered in line 1 is for less than 12 months, check reason: Initial return Final return
► Change in accounting period

- 3a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See Instructions.
- | | |
|-----------|-------------|
| 3a | \$ 0 |
|-----------|-------------|
- b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.
- | | |
|-----------|-------------|
| 3b | \$ 0 |
|-----------|-------------|
- c Balance due. Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See Instructions.
- | | |
|-----------|-------------|
| 3c | \$ 0 |
|-----------|-------------|

Caution. If you are going to make an electronic funds withdrawal (direct debit) with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions.

For Privacy Act and Paperwork Reduction Act Notice, see Instructions.

Form 8868 (Rev. 1-2014)

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PAGE 1

WON-EX 0241

- If you are filing for an Additional (Not Automatic) 3-Month Extension, complete only Part II and check this box.

Note. Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868.

- If you are filing for an Automatic 3-Month Extension, complete only Part I (on page 1).

Part II Additional (Not Automatic) 3-Month Extension of Time. Only file the original (no copies needed).

Name of exempt organization or other filer, see instructions.		Enter filer's identifying number, see instructions
Type or print	WONDERWORK, INC.	Employer identification number (EIN) or 27-4159217
File by the due date for filing your return. See Instructions.	Number, street, and room or suite no. If a P.O. box, see instructions. 420 5TH AVENUE, 27TH FLOOR	Social security number (SSN) CITY, town or post office, state, and ZIP code. For a foreign address, see instructions. NEW YORK, NY 10018

Enter the Return code for the return that this application is for (file a separate application for each return) <input checked="" type="checkbox"/> 01			
Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01	Form 1041-A	D8
Form 990-BL	02	Form 4720 (other than individual)	D9
Form 4720 (individual)	03	Form 5227	10
Form 990-PF	04	Form 6069	11
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 8870	12
Form 990-T (trust other than above)	06		

STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.

- The books are in the care of ► HANA FUCHS, 420 FIFTH AVENUE, 27TH FLOOR NEW YORK, NY 10018
Telephone No. ► 212 729-1855 Fax No. ► _____
- If the organization does not have an office or place of business in the United States, check this box
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) _____ If this is for the whole group, check this box If it is for part of the group, check this box and attach a list with the names and EINs of all members the extension is for.
- I request an additional 3-month extension of time until 05/16/2016.
- For calendar year _____, or other tax year beginning 07/01/2014, and ending 06/30/2015.
- If the tax year entered in line 5 is for less than 12 months, check reason: Initial return Final return
 Change in accounting period
- State in detail why you need the extension INFORMATION NECESSARY TO PREPARE A COMPLETE AND ACCURATE RETURN IS NOT YET AVAILABLE.

- | | | |
|----|--|----------------|
| 8a | If this application is for Forms 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions. | 8a \$ <u>0</u> |
| b | If this application is for Forms 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868. | 8b \$ <u>0</u> |
| c | Balance Due. Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions. | 8c \$ <u>0</u> |

Signature and Verification must be completed for Part II only.

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form.

Signature ►  Title ► PAID PREPARER Date ► 1/22/2016
Form 8868 (Rev. 1-2014)

Part III Statement of Program Service AccomplishmentsCheck if Schedule O contains a response or note to any line in this Part III

- 1 Briefly describe the organization's mission:

PROVIDE TREATMENT, SURGERY, AND RELATED ASSISTANCE TO CHILDREN AND ADULTS EVERYWHERE, INCLUDING THOSE IN DEVELOPING COUNTRIES, SUFFERING FROM DISEASE, ILLNESS, OR DISABILITY. FOR MORE INFORMATION, SEE SCHEDULE O.

- 2 Did the organization undertake any significant program services during the year which were not listed on the prior Form 990 or 990-EZ?
-
- Yes
-
- No

If "Yes," describe these new services on Schedule O.

- 3 Did the organization cease conducting, or make significant changes in how it conducts, any program services?
-
- Yes
-
- No

If "Yes," describe these changes on Schedule O.

- 4 Describe the organization's program service accomplishments for each of its three largest program services, as measured by expenses. Section 501(c)(3) and 501(c)(4) organizations are required to report the amount of grants and allocations to others, the total expenses, and revenue, if any, for each program service reported.

4a (Code: _____) (Expenses \$ 8,856,965 including grants of \$ 1,992,500) (Revenue \$ _____)

WONDERWORK EMPOWERS AND PARTNERS WITH LOCAL SURGEONS, HOSPITALS, AND CHARITABLE ORGANIZATIONS ENGAGED IN THE DELIVERY OF LIFE-CHANGING SURGERY AND RELATED CARE BY PROVIDING TRAINING AND EDUCATION, FINANCIAL SUPPORT AND EQUIPMENT. WONDERWORK ALSO EDUCATES DOCTORS AND RAISES PUBLIC AWARENESS ON NEEDED SURGICAL CARE AND RELATED TREATMENT FOR UNDERSERVED POPULATIONS WITH DISABILITIES.

4b (Code: _____) (Expenses \$ _____ including grants of \$ _____) (Revenue \$ _____)

4c (Code: _____) (Expenses \$ _____ including grants of \$ _____) (Revenue \$ _____)

4d Other program services (Describe in Schedule O.)

(Expenses \$ _____ including grants of \$ _____) (Revenue \$ _____)

4e Total program service expenses ► 8,856,965.

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Form 990 (2014)

PAGE 2

WON-EX 0243

Form 990 (2014)

Part IV Checklist of Required Schedules

	Yes	No
1 Is the organization described in section 501(c)(3) or 4947(a)(1) (other than a private foundation)? If "Yes," complete Schedule A.	X	
2 Is the organization required to complete Schedule B, Schedule of Contributors (see instructions)?	X	
3 Did the organization engage in direct or indirect political campaign activities on behalf of or in opposition to candidates for public office? If "Yes," complete Schedule C, Part I.		
4 Section 501(c)(3) organizations. Did the organization engage in lobbying activities, or have a section 501(h) election in effect during the tax year? If "Yes," complete Schedule C, Part II.		
5 Is the organization a section 501(c)(4), 501(c)(5), or 501(c)(6) organization that receives membership dues, assessments, or similar amounts as defined in Revenue Procedure 88-19? If "Yes," complete Schedule C, Part III.		
6 Did the organization maintain any donor advised funds or any similar funds or accounts for which donors have the right to provide advice on the distribution or investment of amounts in such funds or accounts? If "Yes," complete Schedule D, Part I.		
7 Did the organization receive or hold a conservation easement, including easements to preserve open space, the environment, historic land areas, or historic structures? If "Yes," complete Schedule D, Part II.		
8 Did the organization maintain collections of works of art, historical treasures, or other similar assets? If "Yes," complete Schedule D, Part III.		
9 Did the organization report an amount in Part X, line 21, for escrow or custodial account liability; serve as a custodian for amounts not listed in Part X; or provide credit counseling, debt management, credit repair, or debt negotiation services? If "Yes," complete Schedule D, Part IV.		
10 Did the organization, directly or through a related organization, hold assets in temporarily restricted endowments, permanent endowments, or quasi-endowments? If "Yes," complete Schedule D, Part V.		
11 If the organization's answer to any of the following questions is "Yes," then complete Schedule D, Parts VI, VII, VIII, IX, or X as applicable.		
a Did the organization report an amount for land, buildings, and equipment in Part X, line 10? If "Yes," complete Schedule D, Part VI.		
b Did the organization report an amount for investments-other securities in Part X, line 12 that is 5% or more of its total assets reported in Part X, line 16? If "Yes," complete Schedule D, Part VII.		
c Did the organization report an amount for investments-program related in Part X, line 13 that is 5% or more of its total assets reported in Part X, line 16? If "Yes," complete Schedule D, Part VIII.		
d Did the organization report an amount for other assets in Part X, line 15 that is 5% or more of its total assets reported in Part X, line 16? If "Yes," complete Schedule D, Part IX.		
e Did the organization report an amount for other liabilities in Part X, line 25? If "Yes," complete Schedule D, Part X.		
f Did the organization's separate or consolidated financial statements for the tax year include a footnote that addresses the organization's liability for uncertain tax positions under FIN 48 (ASC 740)? If "Yes," complete Schedule D, Part X.		
12a Did the organization obtain separate, independent audited financial statements for the tax year? If "Yes," complete Schedule D, Parts XI and XII.		
b Was the organization included in consolidated, independent audited financial statements for the tax year? If "Yes," and if the organization answered "No" to line 12a, then completing Schedule D, Parts XI and XII is optional.		
13 Is the organization a school described in section 170(b)(1)(A)(ii)? If "Yes," complete Schedule E.		
14a Did the organization maintain an office, employees, or agents outside of the United States?		
b Did the organization have aggregate revenues or expenses of more than \$10,000 from grantmaking, fundraising, business, investment, and program service activities outside the United States, or aggregate foreign investments valued at \$100,000 or more? If "Yes," complete Schedule F, Parts I and IV.		
15 Did the organization report on Part IX, column (A), line 3, more than \$5,000 of grants or other assistance to or for any foreign organization? If "Yes," complete Schedule F, Parts II and IV.		
16 Did the organization report on Part IX, column (A), line 3, more than \$5,000 of aggregate grants or other assistance to or for foreign individuals? If "Yes," complete Schedule F, Parts III and IV.		
17 Did the organization report a total of more than \$15,000 of expenses for professional fundraising services on Part IX, column (A), lines 6 and 11e? If "Yes," complete Schedule G, Part I (see instructions).		
18 Did the organization report more than \$15,000 total of fundraising event gross income and contributions on Part VIII, lines 1c and 8a? If "Yes," complete Schedule G, Part II.		
19 Did the organization report more than \$15,000 of gross income from gaming activities on Part VIII, line 8a? If "Yes," complete Schedule G, Part III.		
20a Did the organization operate one or more hospital facilities? If "Yes," complete Schedule H.		
b If "Yes" to line 20a, did the organization attach a copy of its audited financial statements to this return?		

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Part IV Checklist of Required Schedules (continued)

	Yes	No
21 Did the organization report more than \$5,000 of grants or other assistance to any domestic organization or domestic government on Part IX, column (A), line 1? If "Yes," complete Schedule I, Parts I and II	21 X	
22 Did the organization report more than \$5,000 of grants or other assistance to or for domestic individuals on Part IX, column (A), line 2? If "Yes," complete Schedule I, Parts I and III	22 X	
23 Did the organization answer "Yes" to Part VII, Section A, line 3, 4, or 6 about compensation of the organization's current and former officers, directors, trustees, key employees, and highest compensated employees? If "Yes," complete Schedule J	23 X	
24a Did the organization have a tax-exempt bond issue with an outstanding principal amount of more than \$100,000 as of the last day of the year, that was issued after December 31, 2002? If "Yes," answer lines 24b through 24d and complete Schedule K. If "No," go to line 25a,	24a X	
b Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception?	24b	
c Did the organization maintain an escrow account other than a refunding escrow at any time during the year to defease any tax-exempt bonds?	24c	
d Did the organization act as an "on behalf of" issuer for bonds outstanding at any time during the year?	24d	
25a Section 501(c)(3), 501(c)(4), and 501(c)(29) organizations. Did the organization engage in an excess benefit transaction with a disqualified person during the year? If "Yes," complete Schedule L, Part I	25a X	
b Is the organization aware that it engaged in an excess benefit transaction with a disqualified person in a prior year, and that the transaction has not been reported on any of the organization's prior Forms 990 or 990-EZ? If "Yes," complete Schedule L, Part I	25b X	
26 Did the organization report any amount on Part X, line 5, 6, or 22 for receivables from or payables to any current or former officers, directors, trustees, key employees, highest compensated employees, or disqualified persons? If "Yes," complete Schedule L, Part II	26 X	
27 Did the organization provide a grant or other assistance to an officer, director, trustee, key employee, substantial contributor or employee thereof, a grant selection committee member, or to a 35% controlled entity or family member of any of these persons? If "Yes," complete Schedule L, Part III	27 X	
28 Was the organization a party to a business transaction with one of the following parties (see Schedule L, Part IV instructions for applicable filing thresholds, conditions, and exceptions):		
a A current or former officer, director, trustee, or key employee? If "Yes," complete Schedule L, Part IV	28a X	
b A family member of a current or former officer, director, trustee, or key employee? If "Yes," complete Schedule L, Part IV	28b X	
c An entity of which a current or former officer, director, trustee, or key employee (or a family member thereof) was an officer, director, trustee, or direct or indirect owner? If "Yes," complete Schedule L, Part IV	28c X	
29 Did the organization receive more than \$25,000 in non-cash contributions? If "Yes," complete Schedule M	29 X	
30 Did the organization receive contributions of art, historical treasures, or other similar assets, or qualified conservation contributions? If "Yes," complete Schedule M	30 X	
31 Did the organization liquidate, terminate, or dissolve and cease operations? If "Yes," complete Schedule N, Part I	31 X	
32 Did the organization sell, exchange, dispose of, or transfer more than 25% of its net assets? If "Yes," complete Schedule N, Part II	32 X	
33 Did the organization own 100% of an entity disregarded as separate from the organization under Regulations sections 301.7701-2 and 301.7701-3? If "Yes," complete Schedule R, Part I	33 X	
34 Was the organization related to any tax-exempt or taxable entity? If "Yes," complete Schedule R, Part II, III, or IV, and Part V, line 1	34 X	
35a Did the organization have a controlled entity within the meaning of section 512(b)(13)?	35a X	
b If "Yes" to line 35a, did the organization receive any payment from or engage in any transaction with a controlled entity within the meaning of section 512(b)(13)? If "Yes," complete Schedule R, Part V, line 2	35b	
36 Section 501(c)(3) organizations. Did the organization make any transfers to an exempt non-charitable related organization? If "Yes," complete Schedule R, Part V, line 2	36 X	
37 Did the organization conduct more than 5% of its activities through an entity that is not a related organization and that is treated as a partnership for federal income tax purposes? If "Yes," complete Schedule R, Part VI	37 X	
38 Did the organization complete Schedule O and provide explanations in Schedule O for Part VI, lines 11b and 19? Note. All Form 990 filers are required to complete Schedule O	38 X	

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Part V Statements Regarding Other IRS Filings and Tax ComplianceCheck if Schedule O contains a response or note to any line in this Part V

	Yes	No
1a Enter the number reported in Box 3 of Form 1096. Enter -0 if not applicable	1a	15
b Enter the number of Forms W-2G included in line 1a. Enter -0 if not applicable	1b	0
c Did the organization comply with backup withholding rules for reportable payments to vendors and reportable gaming (gambling) winnings to prize winners?	1c	X
2a Enter the number of employees reported on Form W-3, Transmittal of Wage and Tax Statements, filed for the calendar year ending with or within the year covered by this return	2a	14
b If at least one is reported on line 2a, did the organization file all required federal employment tax returns? Note. If the sum of lines 1a and 2a is greater than 250, you may be required to e-file (see instructions).	2b	X
3a Did the organization have unrelated business gross income of \$1,000 or more during the year?	3a	X
b If "Yes," has it filed a Form 990-T for this year? If "No" to line 3b, provide an explanation in Schedule O	3b	
4a At any time during the calendar year, did the organization have an interest in, or a signature or other authority over, a financial account in a foreign country (such as a bank account, securities account, or other financial account)?	4a	X
b If "Yes," enter the name of the foreign country: ► See instructions for filing requirements for FinCEN Form 114, Report of Foreign Bank and Financial Accounts (FBAR).		
5a Was the organization a party to a prohibited tax shelter transaction at any time during the tax year?	5a	X
b Did any taxable party notify the organization that it was or is a party to a prohibited tax shelter transaction?	5b	X
c If "Yes" to line 5a or 5b, did the organization file Form 8886-T?	5c	
6a Does the organization have annual gross receipts that are normally greater than \$100,000, and did the organization solicit any contributions that were not tax deductible as charitable contributions?	6a	X
b If "Yes," did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible?	6b	
7 Organizations that may receive deductible contributions under section 170(c).		
a Did the organization receive a payment in excess of \$75 made partly as a contribution and partly for goods and services provided to the payor?	7a	X
b If "Yes," did the organization notify the donor of the value of the goods or services provided?	7b	
c Did the organization sell, exchange, or otherwise dispose of tangible personal property for which it was required to file Form 8282?	7c	X
d If "Yes," indicate the number of Forms 8282 filed during the year	7d	
e Did the organization receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	7e	X
f Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	7f	X
g If the organization received a contribution of qualified intellectual property, did the organization file Form 8889 as required?	7g	
h If the organization received a contribution of cars, boats, airplanes, or other vehicles, did the organization file a Form 1098-C?	7h	
8 Sponsoring organizations maintaining donor advised funds. Did a donor advised fund maintained by the sponsoring organization have excess business holdings at any time during the year?	8	
9 Sponsoring organizations maintaining donor advised funds.		
a Did the sponsoring organization make any taxable distributions under section 4966?	9a	
b Did the sponsoring organization make a distribution to a donor, donor advisor, or related person?	9b	
10 Section 501(c)(7) organizations. Enter:		
a Initiation fees and capital contributions included on Part VIII, line 12	10a	
b Gross receipts, included on Form 990, Part VIII, line 12, for public use of club facilities	10b	
11 Section 501(c)(12) organizations. Enter:		
a Gross income from members or shareholders	11a	
b Gross income from other sources (Do not net amounts due or paid to other sources against amounts due or received from them).	11b	
12a Section 4947(a)(1) non-exempt charitable trusts. Is the organization filing Form 990 in lieu of Form 1041?	12a	
b If "Yes," enter the amount of tax-exempt interest received or accrued during the year	12b	
13 Section 501(c)(29) qualified nonprofit health insurance issuers.		
a Is the organization licensed to issue qualified health plans in more than one state?		
Note. See the instructions for additional information the organization must report on Schedule O.		
b Enter the amount of reserves the organization is required to maintain by the states in which the organization is licensed to issue qualified health plans	13b	
c Enter the amount of reserves on hand	13c	
14a Did the organization receive any payments for indoor tanning services during the tax year?	14a	X
b If "Yes," has it filed a Form 720 to report these payments? If "No," provide an explanation in Schedule O	14b	

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Part VI Governance, Management, and Disclosure For each "Yes" response to lines 2 through 7b below, and for a "No" response to line 8a, 8b, or 10b below, describe the circumstances, processes, or changes in Schedule O. See instructions.
Check if Schedule O contains a response or note to any line in this Part VI

Section A. Governing Body and Management

- | | Yes | No |
|----|-----|----|
| 1a | 4 | |
| 1b | 3 | |
| 2 | X | |
| 3 | X | |
| 4 | X | |
| 5 | X | |
| 6 | X | |
| 7a | X | |
| 7b | X | |
| 8a | X | |
| 8b | X | |
| 9 | X | |
- 1a Enter the number of voting members of the governing body at the end of the tax year
If there are material differences in voting rights among members of the governing body, or if the governing body delegated broad authority to an executive committee or similar committee, explain in Schedule O.
- 1b Enter the number of voting members included in line 1a, above, who are independent
- 2 Did any officer, director, trustee, or key employee have a family relationship or a business relationship with any other officer, director, trustee, or key employee?
- 3 Did the organization delegate control over management duties customarily performed by or under the direct supervision of officers, directors, or trustees, or key employees to a management company or other person?
- 4 Did the organization make any significant changes to its governing documents since the prior Form 990 was filed?
- 5 Did the organization become aware during the year of a significant diversion of the organization's assets?
- 6 Did the organization have members or stockholders?
- 7a Did the organization have members, stockholders, or other persons who had the power to elect or appoint one or more members of the governing body?
- b Are any governance decisions of the organization reserved to (or subject to approval by) members, stockholders, or persons other than the governing body?
- 8 Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following:
- a The governing body?
- b Each committee with authority to act on behalf of the governing body?
- 9 Is there any officer, director, trustee, or key employee listed in Part VII, Section A, who cannot be reached at the organization's mailing address? If "Yes," provide the names and addresses in Schedule O

Section B. Policies (This Section B requests information about policies not required by the Internal Revenue Code.)

- | | Yes | No |
|-----|-----|----|
| 10a | X | |
| 10b | | |
| 11a | X | |
| 12a | X | |
| 12b | X | |
| 12c | X | |
| 13 | X | |
| 14 | X | |
| 15a | X | |
| 15b | X | |
| 16a | X | |
| 16b | | |
- 10a Did the organization have local chapters, branches, or affiliates?
b If "Yes," did the organization have written policies and procedures governing the activities of such chapters, affiliates, and branches to ensure their operations are consistent with the organization's exempt purposes?
- 11a Has the organization provided a complete copy of this Form 990 to all members of its governing body before filing the form?
b Describe in Schedule O the process, if any, used by the organization to review this Form 990.
- 12a Did the organization have a written conflict of interest policy? If "No," go to line 13
b Were officers, directors, or trustees, and key employees required to disclose annually interests that could give rise to conflicts?
c Did the organization regularly and consistently monitor and enforce compliance with the policy? If "Yes," describe in Schedule O how this was done
- 13 Did the organization have a written whistleblower policy?
- 14 Did the organization have a written document retention and destruction policy?
- 15 Did the process for determining compensation of the following persons include a review and approval by independent persons, comparability data, and contemporaneous substantiation of the deliberation and decision?
a The organization's CEO, Executive Director, or top management official
b Other officers or key employees of the organization
If "Yes" to lines 15a or 15b, describe the process in Schedule O (see instructions).
- 16a Did the organization invest in, contribute assets to, or participate in a joint venture or similar arrangement with a taxable entity during the year?
b If "Yes," did the organization follow a written policy or procedure requiring the organization to evaluate its participation in joint venture arrangements under applicable federal tax law, and take steps to safeguard the organization's exempt status with respect to such arrangements?

Section C. Disclosure

- 17 List the states with which a copy of this Form 990 is required to be filed ► **ATTACHMENT 1**
- 18 Section 6104 requires an organization to make its Forms 1023 (or 1024 if applicable), 990, and 990-T (Section 501(c)(3)s only) available for public inspection. Indicate how you made these available. Check all that apply.
 Own website Another's website Upon request Other (explain in Schedule O)
- 19 Describe in Schedule O whether (and if so, how) the organization made its governing documents, conflict of interest policy, and financial statements available to the public during the tax year.
- 20 State the name, address, and telephone number of the person who possesses the organization's books and records:►
 HANA FUCHS 411 FIFTH AVENUE, SUITE 702 NEW YORK, NY 10016 212-729-1855

Part VII Compensation of Officers, Directors, Trustees, Key Employees, Highest Compensated Employees, and Independent ContractorsCheck if Schedule O contains a response or note to any line in this Part VII. **Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees**

1a Complete this table for all persons required to be listed. Report compensation for the calendar year ending with or within the organization's tax year.

- List all of the organization's current officers, directors, trustees (whether individuals or organizations), regardless of amount of compensation. Enter -0- in columns (D), (E), and (F) if no compensation was paid.
- List all of the organization's current key employees, if any. See instructions for definition of "key employee."
- List the organization's five current highest compensated employees (other than an officer, director, trustee, or key employee) who received reportable compensation (Box 5 of Form W-2 and/or Box 7 of Form 1099-MISC) of more than \$100,000 from the organization and any related organizations.
- List all of the organization's former officers, key employees, and highest compensated employees who received more than \$100,000 of reportable compensation from the organization and any related organizations.
- List all of the organization's former directors or trustees that received, in the capacity as a former director or trustee of the organization, more than \$10,000 of reportable compensation from the organization and any related organizations.

List persons in the following order: individual trustees or directors; institutional trustees; officers; key employees; highest compensated employees; and former such persons.

 Check this box if neither the organization nor any related organization compensated any current officer, director, or trustee.

(A) Name and Title	(B) Average hours per week (item hours for related organizations below dotted line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)				(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Officer	Key employee	Highest compensated employee			
1(BRIAN MULLANEY CO-FOUNDER, PRESIDENT & CEO	40.00	X	X			475,000.	0	43,682.
2(JJ CONEYS AUDIT COMMITTEE CHAIR	1.00	X				0	0	0
3(RAVI KANT DIRECTOR	1.00	X				0	0	0
4(THRODORE DYSART TREASURER/SECRETARY	1.00	X	X			0	0	0
5(HANA FUCHS CHIEF FINANCIAL OFFICER	40.00		X			220,000.	0	5,569.
6(DELOIS GREENWOOD SENIOR ADVISOR GLOBAL PROGRAMS	40.00			X		192,500.	0	3,313.
7(KAREN LAZARUS DIRECTOR STRATEGIC PROJECTS	40.00			X		165,000.	0	20,308.
8(ELAINE PATAPIO DIRECTOR MARKETING	40.00			X		152,500.	0	10,892.
9								
10								
11								
12								
13								
14								

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Part VII Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees (continued)

1b Sub-total	►	1,205,000.	0	83,764.
c Total from continuation sheets to Part VII, Section A	►	0	0	0
d Total (add lines 1b and 1c)	►	1,205,000.	0	83,764.

2 Total number of individuals (including but not limited to those listed above) who received more than \$100,000 of reportable compensation from the organization ► 5

	Yes	No
3		X
4	X	
5		X

Section B. Independent Contractors

1 Complete this table for your five highest compensated independent contractors that received more than \$100,000 of compensation from the organization. Report compensation for the calendar year ending with or within the organization's tax year.

(A) Name and business address	(B) Description of services	(C) Compensation
ATTACHMENT 2		

2 Total number of independent contractors (including but not limited to those listed above) who received more than \$100,000 in compensation from the organization ► **2**

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Part VIII Statement of RevenueCheck if Schedule O contains a response or note to any line in this Part VIII.

		(A) Total revenue	(B) Related or exempt function revenue	(C) Unrelated business revenue	(D) Revenue excluded from tax under sections 512-514
Contributions, Gifts, Grants and Other Similar Amounts					
1a Federated campaigns	1a				
b Membership dues	1b				
c Fundraising events	1c				
d Related organizations	1d				
e Government grants (contributions)	1e				
f All other contributions, gifts, grants, and similar amounts not included above	1f	12,396,269			
g Noncash contributions included in lines 1a-1f. \$	230,759				
h Total, Add lines 1a-1f		12,396,269			
Program Service Revenue		Business Code			
2a					
b					
c					
d					
e					
f All other program service revenue					
g Total, Add lines 2a-2f		0			
3 Investment income (including dividends, interest, and other similar amounts).		422,046			422,046
4 Income from investment of tax-exempt bond proceeds .			0		
5 Royalties			0		
6a Gross rents	(I) Real	(II) Personal			
b Less: rental expenses					
c Rental income or (loss)					
d Net rental income or (loss)			0		
7a Gross amount from sales of assets other than inventory	(I) Securities	(II) Other			
b Less: cost or other basis and sales expenses	13,919,980				
c Gain or (loss)	12,086,864				
d Net gain or (loss)	3,832,216				
8a Gross income from fundraising events (not including \$ of contributions reported on line 1c). See Part IV, line 18 a					
b Less: direct expenses b					
c Net income or (loss) from fundraising events		0			
9a Gross income from gaming activities. See Part IV, line 19 a					
b Less: direct expenses b					
c Net income or (loss) from gaming activities.		0			
10a Gross sales of inventory, less returns and allowances a					
b Less: cost of goods sold b					
c Net income or (loss) from sales of inventory.		0			
Miscellaneous Revenue		Business Code			
11a MISCELLANEOUS	900099		2,059		2,059
b					
c					
d All other revenue					
e Total, Add lines 11a-11d		2,059			
12 Total revenue. See Instructions		34,652,590			2,285,321

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WON-EX 0250

Part IX Statement of Functional Expenses*Section 501(c)(3) and 501(c)(4) organizations must complete all columns. All other organizations must complete column (A).**Check if Schedule O contains a response or note to any line in this Part IX _____*

<i>Do not include amounts reported on lines 6b, 7b, 8b, 9b, and 10b of Part VIII.</i>	(A) Total expenses	(B) Program service expenses	(C) Management and general expenses	(D) Fundraising expenses
1 Grants and other assistance to domestic organizations and domestic governments. See Part IV, line 21	0			
2 Grants and other assistance to domestic individuals. See Part IV, line 22	0			
3 Grants and other assistance to foreign organizations, foreign governments, and foreign individuals. See Part IV, lines 15 and 16	1,992,500.	1,992,500.		
4 Benefits paid to or for members	0			
5 Compensation of current officers, directors, trustees, and key employees	708,867.	503,853.	43,649.	161,365.
6 Compensation not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B).	0			
7 Other salaries and wages	701,468.	498,593.	43,196.	159,679.
8 Pension plan accruals and contributions (include section 401(k) and 403(b) employer contributions)	19,719.	14,015.	1,215.	4,489.
9 Other employee benefits	110,407.	78,475.	6,799.	25,133.
10 Payroll taxes	77,091.	54,795.	4,747.	17,549.
11 Fees for services (non-employees):				
a Management	0			
b Legal	361,906.	278,888.	38,399.	44,619.
c Accounting	56,075.	43,212.	5,950.	6,913.
d Lobbying	0			
e Professional fundraising services. See Part IV, line 17.	0			
f Investment management fees	0			
g Other. If line 11g amount exceeds 10% of line 25, column (A) amount, list line 11g expenses on Schedule O.	308,500.	237,733.	32,732.	38,035.
12 Advertising and promotion	103,661.	66,633.	4,115.	32,913.
13 Office expenses	7,066,282.	4,563,580.	261,296.	2,221,406.
14 Information technology	17,898.	13,749.	772.	*3,377.
15 Royalties	0			
16 Occupancy	195,988.	150,555.	8,453.	36,980.
17 Travel	314,072.	190,696.	55,065.	68,311.
18 Payments of travel or entertainment expenses for any federal, state, or local public officials	0			
19 Conferences, conventions, and meetings	0			
20 Interest	0			
21 Payments to affiliates	0			
22 Depreciation, depletion, and amortization	42,785.	32,866.	1,846.	8,073.
23 Insurance	30,965.	23,787.	1,335.	5,843.
24 Other expenses. Itemize expenses not covered above (list miscellaneous expenses in line 24e. If line 24e amount exceeds 10% of line 25, column (A) amount, list line 24e expenses on Schedule O.)				
a MISCELLANEOUS	186,167.	113,035.	32,640.	40,492.
b				
c				
d				
e All other expenses				
25 Total functional expenses. Add lines 1 through 24e	12,294,351.	8,856,965.	562,209.	2,875,177.
26 Joint costs. Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation. Check here <input type="checkbox"/> if following SOP 98-2 (ASC 958-720)	0			

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WONDERWORK, INC.

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Part X Balance Sheet

Check if Schedule O contains a response or note to any line in this Part X

		(A) Beginning of year		(B) End of year
Assets				
1	Cash - non-interest-bearing	460,840.	1	499,723.
2	Savings and temporary cash investments	413,121.	2	590,395.
3	Pledges and grants receivable, net	370,116.	3	197,136.
4	Accounts receivable, net	0	4	4,740.
5	Loans and other receivables from current and former officers, directors, trustees, key employees, and highest compensated employees. Complete Part II of Schedule L	0	5	0
6	Loans and other receivables from other disqualified persons (as defined under section 4958(f)(1)), persons described in section 4958(c)(3)(B), and contributing employers and sponsoring organizations of section 501(c)(9) voluntary employees' beneficiary organizations (see instructions). Complete Part II of Schedule L	0	6	0
7	Notes and loans receivable, net	0	7	0
8	Inventories for sale or use	0	8	0
9	Prepaid expenses and deferred charges	45,625.	9	45,625.
10a	Land, buildings, and equipment: cost or other basis. Complete Part VI of Schedule D	160,567.		
b	Less: accumulated depreciation,	88,926.	10c	57,338.
10b		103,229.		
11	Investments - publicly traded securities	14,066,815.	11	13,150,125.
12	Investments - other securities. See Part IV, line 11	0	12	0
13	Investments - program-related. See Part IV, line 11	0	13	0
14	Intangible assets	0	14	0
15	Other assets. See Part IV, line 11	0	15	0
16	Total assets. Add lines 1 through 15 (must equal line 34)	15,445,443.	16	14,545,082.
Liabilities				
17	Accounts payable and accrued expenses	1,167,916.	17	233,693.
18	Grants payable	0	18	0
19	Deferred revenue	0	19	0
20	Tax-exempt bond liabilities	0	20	0
21	Escrow or custodial account liability. Complete Part IV of Schedule D	0	21	0
22	Loans and other payables to current and former officers, directors, trustees, key employees, highest compensated employees, and disqualified persons. Complete Part II of Schedule L	200,000.	22	150,000.
23	Secured mortgages and notes payable to unrelated third parties	0	23	0
24	Unsecured notes and loans payable to unrelated third parties	9,318,750.	24	9,452,417.
25	Other liabilities (including federal income tax, payables to related third parties, and other liabilities not included on lines 17-24). Complete Part X of Schedule D	0	25	0
26	Total liabilities. Add lines 17 through 25	10,686,666.	26	9,836,110.
Net Assets or Fund Balances				
27	Organizations that follow SFAS 117 (ASC 958), check here ► <input checked="" type="checkbox"/> and complete lines 27 through 29, and lines 33 and 34. Unrestricted net assets	2,376,415.	27	211,918.
28	Temporarily restricted net assets	2,382,362.	28	4,497,054.
29	Permanently restricted net assets	0	29	0
30	Organizations that do not follow SFAS 117 (ASC 958), check here ► <input type="checkbox"/> and complete lines 30 through 34. Capital stock or trust principal, or current funds	30		
31	Paid-in or capital surplus, or land, building, or equipment fund	31		
32	Retained earnings, endowment, accumulated income, or other funds	32		
33	Total net assets or fund balances	4,758,777.	33	4,708,972.
34	Total liabilities and net assets/fund balances	15,445,443.	34	14,545,082.

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Part XI Reconciliation of Net AssetsCheck if Schedule O contains a response or note to any line in this Part XI

1 Total revenue (must equal Part VIII, column (A), line 12)	1 14,652,590.
2 Total expenses (must equal Part IX, column (A), line 25)	2 12,294,351.
3 Revenue less expenses. Subtract line 2 from line 1	3 2,358,239.
4 Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	4 4,758,777.
5 Net unrealized gains (losses) on investments	5 -2,408,044.
6 Donated services and use of facilities	6 0
7 Investment expenses	7 0
8 Prior period adjustments	8 0
9 Other changes in net assets or fund balances (explain in Schedule O)	9 0
10 Net assets or fund balances at end of year. Combine lines 3 through 9 (must equal Part X, line 33, column (B))	10 4,708,972.

Part XII Financial Statements and ReportingCheck if Schedule O contains a response or note to any line in this Part XII

	Yes	No
1 Accounting method used to prepare the Form 990: <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other If the organization changed its method of accounting from a prior year or checked "Other," explain in Schedule O.		
2a Were the organization's financial statements compiled or reviewed by an independent accountant? If "Yes," check a box below to indicate whether the financial statements for the year were compiled or reviewed on a separate basis, consolidated basis, or both: <input type="checkbox"/> Separate basis <input type="checkbox"/> Consolidated basis <input type="checkbox"/> Both consolidated and separate basis	2a X	
2b Were the organization's financial statements audited by an independent accountant? If "Yes," check a box below to indicate whether the financial statements for the year were audited on a separate basis, consolidated basis, or both: <input checked="" type="checkbox"/> Separate basis <input type="checkbox"/> Consolidated basis <input type="checkbox"/> Both consolidated and separate basis	2b X	
2c If "Yes" to line 2a or 2b, does the organization have a committee that assumes responsibility for oversight of the audit, review, or compilation of its financial statements and selection of an independent accountant? If the organization changed either its oversight process or selection process during the tax year, explain in Schedule O.	2c X	
3a As a result of a federal award, was the organization required to undergo an audit or audits as set forth in the Single Audit Act and OMB Circular A-133? b If "Yes," did the organization undergo the required audit or audits? If the organization did not undergo the required audit or audits, explain why in Schedule O and describe any steps taken to undergo such audits.	3a X	3b

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SCHEDULE A
(Form 990 or 990-EZ)

Public Charity Status and Public Support

Complete if the organization is a section 501(c)(3) organization or a section 4947(a)(1) nonexempt charitable trust.

► Attach to Form 990 or Form 990-EZ.

OMB No. 1545-0047

2014

Open to Public
Inspection

Department of the Treasury
Internal Revenue Service

► Information about Schedule A (Form 990 or 990-EZ) and its instructions is at www.irs.gov/form990.

Name of the organization
WONDERWORK, INC.

Employer identification number

27-4159217

Part I Reason for Public Charity Status (All organizations must complete this part.) See Instructions.

The organization is not a private foundation because it is: (For lines 1 through 11, check only one box.)

- 1 A church, convention of churches, or association of churches described in section 170(b)(1)(A)(i).
- 2 A school described in section 170(b)(1)(A)(ii). (Attach Schedule E.)
- 3 A hospital or a cooperative hospital service organization described in section 170(b)(1)(A)(iii).
- 4 A medical research organization operated in conjunction with a hospital described in section 170(b)(1)(A)(iii). Enter the hospital's name, city, and state:
- 5 An organization operated for the benefit of a college or university owned or operated by a governmental unit described in section 170(b)(1)(A)(iv). (Complete Part II.)
- 6 A federal, state, or local government or governmental unit described in section 170(b)(1)(A)(v).
- 7 An organization that normally receives a substantial part of its support from a governmental unit or from the general public described in section 170(b)(1)(A)(vi). (Complete Part II.)
- 8 A community trust described in section 170(b)(1)(A)(vi). (Complete Part II.)
- 9 An organization that normally receives: (1) more than 33 1/3% of its support from contributions, membership fees, and gross receipts from activities related to its exempt functions - subject to certain exceptions, and (2) no more than 33 1/3% of its support from gross investment income and unrelated business taxable income (less section 511 tax) from businesses acquired by the organization after June 30, 1975. See section 509(a)(2). (Complete Part III.)
- 10 An organization organized and operated exclusively to test for public safety. See section 509(a)(4).
- 11 An organization organized and operated exclusively for the benefit of, to perform the functions of, or to carry out the purposes of one or more publicly supported organizations described in section 509(e)(1) or section 509(a)(2). See section 509(a)(3). Check the box in lines 11a through 11d that describes the type of supporting organization and complete lines 11e, 11f, and 11g.
 - a Type I. A supporting organization operated, supervised, or controlled by its supported organization(s), typically by giving the supported organization(s) the power to regularly appoint or elect a majority of the directors or trustees of the supporting organization. You must complete Part IV, Sections A and B.
 - b Type II. A supporting organization supervised or controlled in connection with its supported organization(s), by having control or management of the supporting organization vested in the same persons that control or manage the supported organization(s). You must complete Part IV, Sections A and C.
 - c Type III functionally integrated. A supporting organization operated in connection with, and functionally integrated with, its supported organization(s) (see instructions). You must complete Part IV, Sections A, D, and E.
 - d Type III non-functionally integrated. A supporting organization operated in connection with its supported organization(s) that is not functionally integrated. The organization generally must satisfy a distribution requirement and an attentiveness requirement (see instructions). You must complete Part IV, Sections A and D, and Part V.
 - e Check this box if the organization received a written determination from the IRS that it is a Type I, Type II, Type III functionally integrated, or Type III non-functionally integrated supporting organization.

f Enter the number of supported organizations

g Provide the following information about the supported organization(s).

(I) Name of supported organization	(II) EIN	(III) Type of organization (described on lines 1-9 above or IRC section (see instructions))	(IV) Is the organization listed in your governing document?		(V) Amount of monetary support (see instructions)	(VI) Amount of other support (see instructions)
			Yes	No		
(A)						
(B)						
(C)						
(D)						
(E)						
Total						

For Paperwork Reduction Act Notice, see the instructions for Form 990 or 990-EZ.

Schedule A (Form 990 or 990-EZ) 2014

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Schedule A (Form 990 or 990-EZ) 2014

Part II Support Schedule for Organizations Described In Sections 170(b)(1)(A)(iv) and 170(b)(1)(A)(vi)
 (Complete only if you checked the box on line 5, 7, or 8 of Part I or if the organization failed to qualify under Part III. If the organization fails to qualify under the tests listed below, please complete Part III.)

Section A. Public Support

Calendar year (or fiscal year beginning in) ►

	(a) 2010	(b) 2011	(c) 2012	(d) 2013	(e) 2014	(f) Total
1 Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants.")	50,767	7,878,990	7,446,172	12,912,567	12,396,269	40,684,865
2 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						0
3 The value of services or facilities furnished by a governmental unit to the organization without charge						0
4 Total. Add lines 1 through 3	50,767	7,878,990	7,446,172	12,912,567	12,396,269	40,684,865
5 The portion of total contributions by each person (other than a governmental unit or publicly supported organization) included on line 1 that exceeds 2% of the amount shown on line 11, column (f).						0
6 Public support. Subtract line 5 from line 4.						40,684,865

Section B. Total Support

Calendar year (or fiscal year beginning in) ►

	(a) 2010	(b) 2011	(c) 2012	(d) 2013	(e) 2014	(f) Total
7 Amounts from line 4	50,767	7,878,990	7,446,172	12,912,567	12,396,269	40,684,865
8 Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources						0
9 Net income from unrelated business activities, whether or not the business is regularly carried on						0
10 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part VI).						0
11 Total support. Add lines 7 through 10						40,684,865
12 Gross receipts from related activities, etc. (see instructions)				12		1,333,667
13 First five years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and stop here ► <input checked="" type="checkbox"/>						

Section C. Computation of Public Support Percentage

14 Public support percentage for 2014 (line 6, column (f) divided by line 11, column (f))	14	%
15 Public support percentage from 2013 Schedule A, Part II, line 14	15	%
16a 33 1/3% support test - 2014. If the organization did not check the box on line 13, and line 14 is 33 1/3% or more, check this box and stop here. The organization qualifies as a publicly supported organization ► <input type="checkbox"/>		
b 33 1/3% support test - 2013. If the organization did not check a box on line 13 or 16a, and line 15 is 33 1/3% or more, check this box and stop here. The organization qualifies as a publicly supported organization ► <input type="checkbox"/>		
17a 10%-facts-and-circumstances test - 2014. If the organization did not check a box on line 13, 16a, or 16b, and line 14 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and stop here. Explain in Part VI how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization ► <input type="checkbox"/>		
b 10%-facts-and-circumstances test - 2013. If the organization did not check a box on line 13, 16a, 16b, or 17a, and line 15 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and stop here. Explain in Part VI how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization ► <input type="checkbox"/>		
18 Private foundation. If the organization did not check a box on line 13, 16a, 16b, 17a, or 17b, check this box and see instructions		► <input type="checkbox"/>

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WON-EX 0255

Part III Support Schedule for Organizations Described in Section 509(a)(2)

(Complete only if you checked the box on line 9 of Part I or if the organization failed to qualify under Part II.
If the organization fails to qualify under the tests listed below, please complete Part II.)

Section A. Public Support

Calendar year (or fiscal year beginning in) ►

	(a) 2010	(b) 2011	(c) 2012	(d) 2013	(e) 2014	(f) Total
1 Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants.")						
2 Gross receipts from admissions, merchandise sold or services performed, or facilities furnished in any activity that is related to the organization's tax-exempt purpose						
3 Gross receipts from activities that are not an unrelated trade or business under section 513						
4 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
5 The value of services or facilities furnished by a governmental unit to the organization without charge						
6 Total. Add lines 1 through 5						
7a Amounts included on lines 1, 2, and 3 received from disqualified persons						
b Amounts included on lines 2 and 3 received from other than disqualified persons that exceed the greater of \$5,000 or 1% of the amount on line 13 for the year						
c Add lines 7a and 7b.						
8 Public support (Subtract line 7c from line 6)						

Section B. Total Support

Calendar year (or fiscal year beginning in) ►

	(a) 2010	(b) 2011	(c) 2012	(d) 2013	(e) 2014	(f) Total
9 Amounts from line 6.						
10a Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources						
b Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975						
c Add lines 10a and 10b						
11 Net income from unrelated business activities not included in line 10b, whether or not the business is regularly carried on						
12 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part VI.)						
13 Total support. (Add lines 6, 10c, 11, and 12.)						
14 First five years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and stop here. ► <input type="checkbox"/>						

Section C. Computation of Public Support Percentage

15 Public support percentage for 2014 (line 8, column (f) divided by line 13, column (f))	15	%
16 Public support percentage from 2013 Schedule A, Part III, line 16	16	%

Section D. Computation of Investment Income Percentage

17 Investment income percentage for 2014 (line 10c, column (f) divided by line 13, column (f))	17	%
18 Investment income percentage from 2013 Schedule A, Part III, line 17	18	%
19a 33 1/3% support tests - 2014. If the organization did not check the box on line 14, and line 15 is more than 33 1/3%, and line 17 is not more than 33 1/3%, check this box and stop here. The organization qualifies as a publicly supported organization ► <input type="checkbox"/>		
b 33 1/3% support tests - 2013. If the organization did not check a box on line 14 or line 19a, and line 16 is more than 33 1/3%, and line 18 is not more than 33 1/3%, check this box and stop here. The organization qualifies as a publicly supported organization ► <input type="checkbox"/>		
20 Private foundation. If the organization did not check a box on line 14, 19a, or 19b, check this box and see instructions ► <input type="checkbox"/>		

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Part IV Supporting Organizations

(Complete only if you checked a box on line 11 of Part I. If you checked 11a of Part I, complete Sections A and B. If you checked 11b of Part I, complete Sections A and C. If you checked 11c of Part I, complete Sections A, D, and E. If you checked 11d of Part I, complete Sections A and D, and complete Part V.)

Section A. All Supporting Organizations

	Yes	No
1 Are all of the organization's supported organizations listed by name in the organization's governing documents? If "No," describe in Part VI how the supported organizations are designated. If designated by class or purpose, describe the designation. If historic and continuing relationship, explain.	1	
2 Did the organization have any supported organization that does not have an IRS determination of status under section 509(a)(1) or (2)? If "Yes," explain in Part VI how the organization determined that the supported organization was described in section 509(a)(1) or (2).	2	
3a Did the organization have a supported organization described in section 501(c)(4), (5), or (6)? If "Yes," answer (b) and (c) below.	3a	
b Did the organization confirm that each supported organization qualified under section 501(c)(4), (5), or (6) and satisfied the public support tests under section 509(a)(2)? If "Yes," describe in Part VI when and how the organization made the determination.	3b	
c Did the organization ensure that all support to such organizations was used exclusively for section 170(c)(2)(B) purposes? If "Yes," explain in Part VI what controls the organization put in place to ensure such use.	3c	
4a Was any supported organization not organized in the United States ("foreign supported organization")? If "Yes" and if you checked 11a or 11b in Part I, answer (b) and (c) below.	4a	
b Did the organization have ultimate control and discretion in deciding whether to make grants to the foreign supported organization? If "Yes," describe in Part VI how the organization had such control and discretion despite being controlled or supervised by or in connection with its supported organizations.	4b	
c Did the organization support any foreign supported organization that does not have an IRS determination under sections 501(c)(3) and 509(a)(1) or (2)? If "Yes," explain in Part VI what controls the organization used to ensure that all support to the foreign supported organization was used exclusively for section 170(c)(2)(B) purposes.	4c	
5a Did the organization add, substitute, or remove any supported organizations during the tax year? If "Yes," answer (b) and (c) below (if applicable). Also, provide detail in Part VI, including (i) the names and EIN numbers of the supported organizations added, substituted, or removed, (ii) the reasons for each such action, (iii) the authority under the organization's organizing document authorizing such action, and (iv) how the action was accomplished (such as by amendment to the organizing document).	5a	
b Type I or Type II only. Was any added or substituted supported organization part of a class already designated in the organization's organizing document?	5b	
c Substitutions only. Was the substitution the result of an event beyond the organization's control?	5c	
6 Did the organization provide support (whether in the form of grants or the provision of services or facilities) to anyone other than (a) its supported organizations; (b) individuals that are part of the charitable class benefited by one or more of its supported organizations; or (c) other supporting organizations that also support or benefit one or more of the filing organization's supported organizations? If "Yes," provide detail in Part VI.	6	
7 Did the organization provide a grant, loan, compensation, or other similar payment to a substantial contributor (defined in IRC 4958(c)(3)(C)), a family member of a substantial contributor, or a 35-percent controlled entity with regard to a substantial contributor? If "Yes," complete Part I of Schedule L (Form 990).	7	
8 Did the organization make a loan to a disqualified person (as defined in section 4958) not described in line 7? If "Yes," complete Part I of Schedule L (Form 990).	8	
9a Was the organization controlled directly or indirectly at any time during the tax year by one or more disqualified persons as defined in section 4946 (other than foundation managers and organizations described in section 509(a)(1) or (2))? If "Yes," provide detail in Part VI.	9a	
b Did one or more disqualified persons (as defined in line 9(a)) hold a controlling interest in any entity in which the supporting organization had an interest? If "Yes," provide detail in Part VI.	9b	
c Did a disqualified person (as defined in line 9(a)) have an ownership interest in, or derive any personal benefit from, assets in which the supporting organization also had an interest? If "Yes," provide detail in Part VI.	9c	
10a Was the organization subject to the excess business holdings rules of IRC 4943 because of IRC 4943(f) (regarding certain Type II supporting organizations, and all Type III non-functionally integrated supporting organizations)? If "Yes," answer (b) below.	10a	
b Did the organization have any excess business holdings in the tax year? (Use Schedule C, Form 4720, to determine whether the organization had excess business holdings.)	10b	

Part IV Supporting Organizations (continued)

- 11** Has the organization accepted a gift or contribution from any of the following persons?
- A person who directly or indirectly controls, either alone or together with persons described in (b) and (c) below, the governing body of a supported organization?
 - A family member of a person described in (a) above?
 - A 35% controlled entity of a person described in (a) or (b) above? If "Yes," provide detail in Part VI.

Yes	No
11a	
11b	
11c	

Section B. Type I Supporting Organizations

- | | Yes | No |
|---|---|----|
| 1 | Did the directors, trustees, or membership of one or more supported organizations have the power to regularly appoint or elect at least a majority of the organization's directors or trustees at all times during the tax year? If "No," describe in Part VI how the supported organization(s) effectively operated, supervised, or controlled the organization's activities. If the organization had more than one supported organization, describe how the powers to appoint and/or remove directors or trustees were allocated among the supported organizations and what conditions or restrictions, if any, applied to such powers during the tax year. | |
| 2 | Did the organization operate for the benefit of any supported organization other than the supported organization(s) that operated, supervised, or controlled the supporting organization? If "Yes," explain in Part VI how providing such benefit carried out the purposes of the supported organization(s) that operated, supervised, or controlled the supporting organization. | |
| 1 | | |
| 2 | | |

Section C. Type II Supporting Organizations

- | | Yes | No |
|---|--|----|
| 1 | Were a majority of the organization's directors or trustees during the tax year also a majority of the directors or trustees of each of the organization's supported organization(s)? If "No," describe in Part VI how control or management of the supporting organization was vested in the same persons that controlled or managed the supported organization(s). | |
| 1 | | |

Section D. All Type III Supporting Organizations

- | | Yes | No |
|---|---|----|
| 1 | Did the organization provide to each of its supported organizations, by the last day of the fifth month of the organization's tax year, (1) a written notice describing the type and amount of support provided during the prior tax year, (2) a copy of the Form 990 that was most recently filed as of the date of notification, and (3) copies of the organization's governing documents in effect on the date of notification, to the extent not previously provided? | |
| 1 | | |
| 2 | Were any of the organization's officers, directors, or trustees either (i) appointed or elected by the supported organization(s) or (ii) serving on the governing body of a supported organization? If "No," explain in Part VI how the organization maintained a close and continuous working relationship with the supported organization(s). | |
| 2 | | |
| 3 | By reason of the relationship described in (2), did the organization's supported organizations have a significant voice in the organization's investment policies and in directing the use of the organization's income or assets at all times during the tax year? If "Yes," describe in Part VI the role the organization's supported organizations played in this regard. | |
| 3 | | |

Section E. Type III Functionally-Integrated Supporting Organizations

1 Check the box next to the method that the organization used to satisfy the Integral Part Test during the year (see instructions):

- The organization satisfied the Activities Test. Complete line 2 below.
- The organization is the parent of each of its supported organizations. Complete line 3 below.
- The organization supported a governmental entity. Describe in Part VI how you supported a government entity (see instructions).

2 Activities Test. Answer (a) and (b) below.

- | | Yes | No |
|----|---|----|
| 2a | Did substantially all of the organization's activities during the tax year directly further the exempt purposes of the supported organization(s) to which the organization was responsive? If "Yes," then in Part VI identify those supported organizations and explain how these activities directly furthered their exempt purposes, how the organization was responsive to those supported organizations, and how the organization determined that these activities constituted substantially all of its activities. | |
| 2a | | |
| 2b | Did the activities described in (a) constitute activities that, but for the organization's involvement, one or more of the organization's supported organization(s) would have been engaged in? If "Yes," explain in Part VI the reasons for the organization's position that its supported organization(s) would have engaged in these activities but for the organization's involvement. | |
| 2b | | |
| 3a | Parent of Supported Organizations. Answer (a) and (b) below. | |
| 3a | a Did the organization have the power to regularly appoint or elect a majority of the officers, directors, or trustees of each of the supported organizations? Provide details in Part VI. | |
| 3a | b Did the organization exercise a substantial degree of direction over the policies, programs, and activities of each of its supported organizations? If "Yes," describe in Part VI the role played by the organization in this regard. | |
| 3b | | |

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Part V Type III Non-Functionally Integrated 509(a)(3) Supporting Organizations

Check here if the organization satisfied the Integral Part Test as a qualifying trust on Nov. 20, 1970. See instructions. All other Type III non-functionally integrated supporting organizations must complete Sections A through E.

Section A - Adjusted Net Income		(A) Prior Year	(B) Current Year (optional)
1 Net short-term capital gain	1		
2 Recoveries of prior-year distributions	2		
3 Other gross income (see instructions)	3		
4 Add lines 1 through 3	4		
5 Depreciation and depletion	5		
6 Portion of operating expenses paid or incurred for production or collection of gross income or for management, conservation, or maintenance of property held for production of income (see instructions)	6		
7 Other expenses (see instructions)	7		
8 Adjusted Net Income (subtract lines 5, 6 and 7 from line 4)	8		
Section B - Minimum Asset Amount		(A) Prior Year	(B) Current Year (optional)
1 Aggregate fair market value of all non-exempt-use assets (see instructions for short tax year or assets held for part of year):			
a Average monthly value of securities	1a		
b Average monthly cash balances	1b		
c Fair market value of other non-exempt-use assets	1c		
d Total (add lines 1a, 1b, and 1c)	1d		
e Discount claimed for blockage or other factors (explain in detail in Part VI):			
2 Acquisition indebtedness applicable to non-exempt-use assets	2		
3 Subtract line 2 from line 1d	3		
4 Cash deemed held for exempt use. Enter 1-1/2% of line 3 (for greater amount, see instructions).	4		
5 Net value of non-exempt-use assets (subtract line 4 from line 3)	5		
6 Multiply line 5 by .035	6		
7 Recoveries of prior-year distributions	7		
8 Minimum Asset Amount (add line 7 to line 6)	8		
Section C - Distributable Amount		Current Year	
1 Adjusted net income for prior year (from Section A, line 8, Column A)	1		
2 Enter 85% of line 1	2		
3 Minimum asset amount for prior year (from Section B, line 8, Column A)	3		
4 Enter greater of line 2 or line 3	4		
5 Income tax imposed in prior year	5		
6 Distributable Amount. Subtract line 5 from line 4, unless subject to emergency temporary reduction (see instructions)	6		
<input type="checkbox"/> Check here if the current year is the organization's first as a non-functionally-integrated Type III supporting organization (see instructions).			

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WONDERWORK, INC.

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Part V Type III Non-Functionally Integrated 509(a)(3) Supporting Organizations (continued)**Section D - Distributions**

	Current Year
1 Amounts paid to supported organizations to accomplish exempt purposes	
2 Amounts paid to perform activity that directly furthers exempt purposes of supported organizations, in excess of income from activity	
3 Administrative expenses paid to accomplish exempt purposes of supported organizations	
4 Amounts paid to acquire exempt-use assets	
5 Qualified set-aside amounts (prior IRS approval required)	
6 Other distributions (describe in Part VI). See Instructions.	
7 Total annual distributions. Add lines 1 through 6.	
8 Distributions to attentive supported organizations to which the organization is responsive (provide details in Part VI). See Instructions.	
9 Distributable amount for 2014 from Section C, line 6	
10 Line 6 amount divided by Line 9 amount	

Section E - Distribution Allocations (see instructions)	(I) Excess Distributions	(II) Underdistributions Pre-2014	(III) Distributable Amount for 2014
1 Distributable amount for 2014 from Section C, line 6			
2 Underdistributions, if any, for years prior to 2014 (reasonable cause required-see Instructions)			
3 Excess distributions carryover, if any, to 2014:			
a			
b			
c			
d			
e From 2013			
f Total of lines 3a through e			
g Applied to underdistributions of prior years			
h Applied to 2014 distributable amount			
i Carryover from 2009 not applied (see Instructions)			
j Remainder. Subtract lines 3g, 3h, and 3i from 3f.			
4 Distributions for 2014 from Section D, line 7: \$			
a Applied to underdistributions of prior years			
b Applied to 2014 distributable amount			
c Remainder. Subtract lines 4a and 4b from 4.			
5 Remaining underdistributions for years prior to 2014, if any. Subtract lines 3g and 4a from line 2 (if amount greater than zero, see Instructions).			
6 Remaining underdistributions for 2014. Subtract lines 3h and 4b from line 1 (if amount greater than zero, see instructions).			
7 Excess distributions carryover to 2015. Add lines 3j and 4c.			
8 Breakdown of line 7:			
a			
b			
c			
d Excess from 2013			
e Excess from 2014			

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Part VI Supplemental Information. Provide the explanations required by Part II, line 10; Part II, line 17a or 17b; and Part III, line 12. Also complete this part for any additional information. (See instructions).

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Schedule A (Form 990 or 990-EZ) 2014

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WON-EX 0261

SCHEDULE D
(Form 990)**Supplemental Financial Statements**► Complete if the organization answered "Yes" to Form 990,
Part IV, line 6, 7, 8, 9, 10, 11a, 11b, 11c, 11d, 11e, 11f, 12a, or 12b.

► Attach to Form 990.

OMB No. 1545-0047

2014Open to Public
InspectionDepartment of the Treasury
Internal Revenue Service

Name of the organization

WONDERWORK, INC.

Employer identification number

27-4159217

Part I Organizations Maintaining Donor Advised Funds or Other Similar Funds or Accounts.

Complete if the organization answered "Yes" to Form 990, Part IV, line 6.

	(a) Donor advised funds	(b) Funds and other accounts
1 Total number at end of year		
2 Aggregate value of contributions to (during year)		
3 Aggregate value of grants from (during year)		
4 Aggregate value at end of year		
5 Did the organization inform all donors and donor advisors in writing that the assets held in donor advised funds are the organization's property, subject to the organization's exclusive legal control?	<input type="checkbox"/>	Yes <input type="checkbox"/> No
6 Did the organization inform all grantees, donors, and donor advisors in writing that grant funds can be used only for charitable purposes and not for the benefit of the donor or donor advisor, or for any other purpose conferring impermissible private benefit?	<input type="checkbox"/>	Yes <input type="checkbox"/> No

Part II Conservation Easements.

Complete if the organization answered "Yes" to Form 990, Part IV, line 7.

1 Purpose(s) of conservation easements held by the organization (check all that apply).	
<input type="checkbox"/> Preservation of land for public use (e.g., recreation or education)	<input type="checkbox"/> Preservation of a historically important land area
<input type="checkbox"/> Protection of natural habitat	<input type="checkbox"/> Preservation of a certified historic structure
<input type="checkbox"/> Preservation of open space	
2 Complete lines 2a through 2d if the organization held a qualified conservation contribution in the form of a conservation easement on the last day of the tax year.	
a Total number of conservation easements	Held at the End of the Tax Year
b Total acreage restricted by conservation easements	2a
c Number of conservation easements on a certified historic structure included in (a)	2b
d Number of conservation easements included in (c) acquired after 8/17/06, and not on a historic structure listed in the National Register	2c
3 Number of conservation easements modified, transferred, released, extinguished, or terminated by the organization during the tax year ►	2d
4 Number of states where property subject to conservation easement is located ►	
5 Does the organization have a written policy regarding the periodic monitoring, inspection, handling of violations, and enforcement of the conservation easements it holds?	<input type="checkbox"/> Yes <input type="checkbox"/> No
6 Staff and volunteer hours devoted to monitoring, inspecting, and enforcing conservation easements during the year ►	
7 Amount of expenses incurred in monitoring, inspecting, and enforcing conservation easements during the year ► \$	
8 Does each conservation easement reported on line 2(d) above satisfy the requirements of section 170(h)(4)(B)(i) and section 170(h)(4)(B)(ii)?	<input type="checkbox"/> Yes <input type="checkbox"/> No
9 In Part XIII, describe how the organization reports conservation easements in its revenue and expense statement, and balance sheet, and include, if applicable, the text of the footnote to its financial statements that describes the organization's accounting for conservation easements.	

Part III Organizations Maintaining Collections of Art, Historical Treasures, or Other Similar Assets.
Complete if the organization answered "Yes" to Form 990, Part IV, line 8.

1a If the organization elected, as permitted under SFAS 116 (ASC 958), not to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide, in Part XIII, the text of the footnote to its financial statements that describes these items.	
b If the organization elected, as permitted under SFAS 116 (ASC 958), to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide the following amounts relating to these items:	
(i) Revenue included in Form 990, Part VIII, line 1	► \$
(ii) Assets included in Form 990, Part X	► \$
2 If the organization received or held works of art, historical treasures, or other similar assets for financial gain, provide the following amounts required to be reported under SFAS 116 (ASC 958) relating to these items:	
a Revenue included in Form 990, Part VIII, line 1	► \$
b Assets included in Form 990, Part X	► \$

For Paperwork Reduction Act Notice, see the Instructions for Form 990.

Schedule D (Form 990) 2014

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WON-EX 0262

WONDERWORK, INC.

27-4159217

Schedule D (Form 990) 2014

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Part III Organizations Maintaining Collections of Art, Historical Treasures, or Other Similar Assets (continued)

- 3 Using the organization's acquisition, accession, and other records, check any of the following that are a significant use of its collection items (check all that apply):

<input type="checkbox"/> a Public exhibition	<input type="checkbox"/> d Loan or exchange programs
<input checked="" type="checkbox"/> b Scholarly research	<input type="checkbox"/> e Other _____
<input type="checkbox"/> c Preservation for future generations	

- 4 Provide a description of the organization's collections and explain how they further the organization's exempt purpose in Part XIII.

- 5 During the year, did the organization solicit or receive donations of art, historical treasures, or other similar assets to be sold to raise funds rather than to be maintained as part of the organization's collection? Yes No

Part IV Escrow and Custodial Arrangements. Complete if the organization answered "Yes" to Form 990, Part IV, line 9, or reported an amount on Form 990, Part X, line 21.

- 1a Is the organization an agent, trustee, custodian or other intermediary for contributions or other assets not included on Form 990, Part X? Yes No

b If "Yes," explain the arrangement in Part XIII and complete the following table:

	Amount
1c	
1d	
1e	
1f	

- 2a Did the organization include an amount on Form 990, Part X, line 21, for escrow or custodial account liability? Yes No

b If "Yes," explain the arrangement in Part XIII. Check here if the explanation has been provided in Part XIII.

Part V Endowment Funds. Complete if the organization answered "Yes" to Form 990, Part IV, line 10.

	(a) Current year	(b) Prior year	(c) Two years back	(d) Three years back	(e) Four years back
1a Beginning of year balance					
b Contributions					
c Net investment earnings, gains, and losses					
d Grants or scholarships					
e Other expenditures for facilities and programs					
f Administrative expenses					
g End of year balance					

- 2 Provide the estimated percentage of the current year end balance (line 1g, column (a)) held as:

a Board designated or quasi-endowment ► %

b Permanent endowment ► %

c Temporarily restricted endowment ► %

The percentages in lines 2a, 2b, and 2c should equal 100%.

- 3a Are there endowment funds not in the possession of the organization that are held and administered for the organization by:

(i) unrelated organizations

(ii) related organizations

b If "Yes" to 3a(ii), are the related organizations listed as required on Schedule R?

- 4 Describe in Part XIII the intended uses of the organization's endowment funds.

Part VI Land, Buildings, and Equipment. Complete if the organization answered "Yes" to Form 990, Part IV, line 11a. See Form 990, Part X, line 10.

Description of property	(a) Cost or other basis (investment)	(b) Cost or other basis (other)	(c) Accumulated depreciation	(d) Book value
1a Land				
b Buildings				
c Leasehold improvements	57,177	42,038	15,139	
d Equipment	55,826	40,703	15,123	
e Other	47,564	20,488	27,076	
Total. Add lines 1a through 1e. (Column (d) must equal Form 990, Part X, column (B), line 10(c).)				57,338

Schedule D (Form 990) 2014

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WON-EX 0263

Part VII Investments - Other Securities.

Complete if the organization answered "Yes" to Form 990, Part IV, line 11b. See Form 990, Part X, line 12.

(a) Description of security or category (including name of security)	(b) Book value	(c) Method of valuation: Cost or end-of-year market value
(1) Financial derivatives		
(2) Closely-held equity interests		
(3) Other		
(A)		
(B)		
(C)		
(D)		
(E)		
(F)		
(G)		
(H)		

Total. (Column (b) must equal Form 990, Part X, col. (B) line 12.) ►

Part VIII Investments - Program Related.

Complete if the organization answered "Yes" to Form 990, Part IV, line 11c. See Form 990, Part X, line 13.

(a) Description of investment	(b) Book value	(c) Method of valuation: Cost or end-of-year market value
(1)		
(2)		
(3)		
(4)		
(5)		
(6)		
(7)		
(8)		
(9)		

Total. (Column (b) must equal Form 990, Part X, col. (B) line 13.) ►

Part IX Other Assets.

Complete if the organization answered "Yes" to Form 990, Part IV, line 11d. See Form 990, Part X, line 15.

(a) Description	(b) Book value
(1)	
(2)	
(3)	
(4)	
(5)	
(6)	
(7)	
(8)	
(9)	

Total. (Column (b) must equal Form 990, Part X, col. (B) line 15.) ►

Part X Other Liabilities.

Complete if the organization answered "Yes" to Form 990, Part IV, line 11e or 11f. See Form 990, Part X, line 25.

1. (a) Description of liability	(b) Book value
(1) Federal income taxes	
(2)	
(3)	
(4)	
(5)	
(6)	
(7)	
(8)	
(9)	

Total. (Column (b) must equal Form 990, Part X, col. (B) line 25.) ►

2. Liability for uncertain tax positions. In Part XIII, provide the text of the footnote to the organization's financial statements that reports the organization's liability for uncertain tax positions under FIN 48 (ASC 740). Check here if the text of the footnote has been provided in Part XIII.

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WON-EX 0264

Part XI Reconciliation of Revenue per Audited Financial Statements With Revenue per Return.
 Complete if the organization answered "Yes" to Form 990, Part IV, line 12a.

1	Total revenue, gains, and other support per audited financial statements	1	13,766,658.
2	Amounts included on line 1 but not on Form 990, Part VIII, line 12:		
a	Net unrealized gains (losses) on investments	2a	-2,408,044.
b	Donated services and use of facilities	2b	1,522,112.
c	Recoveries of prior year grants	2c	
d	Other (Describe in Part XIII.)	2d	
e	Add lines 2a through 2d	2e	-885,932.
3	Subtract line 2e from line 1	3	14,652,590.
4	Amounts included on Form 990, Part VIII, line 12, but not on line 1:		
a	Investment expenses not included on Form 990, Part VIII, line 7b	4a	
b	Other (Describe in Part XIII.)	4b	
c	Add lines 4a and 4b	4c	
5	Total revenue. Add lines 3 and 4c. (This must equal Form 990, Part I, line 12.)	5	14,652,590.

Part XII Reconciliation of Expenses per Audited Financial Statements With Expenses per Return.
 Complete if the organization answered "Yes" to Form 990, Part IV, line 12a.

1	Total expenses and losses per audited financial statements	1	13,816,463.
2	Amounts included on line 1 but not on Form 990, Part IX, line 25:		
a	Donated services and use of facilities	2a	1,522,112.
b	Prior year adjustments	2b	
c	Other losses	2c	
d	Other (Describe in Part XIII.)	2d	
e	Add lines 2a through 2d	2e	1,522,112.
3	Subtract line 2e from line 1	3	12,294,351.
4	Amounts included on Form 990, Part IX, line 25, but not on line 1:		
a	Investment expenses not included on Form 990, Part VIII, line 7b	4a	
b	Other (Describe in Part XIII.)	4b	
c	Add lines 4a and 4b	4c	
5	Total expenses. Add lines 3 and 4c. (This must equal Form 990, Part I, line 18.)	5	12,294,351.

Part XIII Supplemental Information.

Provide the descriptions required for Part II, lines 3, 5, and 9; Part III, lines 1a and 4; Part IV, lines 1b and 2b; Part V, line 4; Part X, line 2; Part XI, lines 2d and 4b; and Part XII, lines 2d and 4b. Also complete this part to provide any additional information.

SEE PAGE 5

Part XIII Supplemental Information (continued)**UNCERTAIN TAX POSITIONS****FORM 990, SCHEDULE D, PART X, LINE 2**

WONDERWORK RECOGNIZES THE EFFECT OF INCOME TAX POSITIONS ONLY IF THOSE POSITIONS ARE MORE LIKELY THAN NOT OF BEING SUSTAINED. INCOME GENERATED FROM ACTIVITIES UNRELATED TO WONDERWORK'S EXEMPT PURPOSE IS SUBJECT TO TAX UNDER INTERNAL REVENUE CODE SECTION 511. WONDERWORK UTILIZES A THRESHOLD OF MORE-LIKELY-THAN-NOT FOR RECOGNITION AND DERECOGNITION OF TAX POSITIONS TAKEN OR EXPECTED TO BE TAKEN IN A TAX RETURN. WONDERWORK DID NOT RECOGNIZE ANY UNRELATED BUSINESS INCOME FOR TAX LIABILITY FOR THE YEAR ENDED JUNE 30, 2015 AND 2014.

**SCHEDULE F
(Form 990)****Statement of Activities Outside the United States**

OMB No. 1545-0047

2014Open to Public
InspectionDepartment of the Treasury
Internal Revenue Service

Name of the organization

WONDERWORK, INC.

Employer identification number
27-4159217

- Complete if the organization answered "Yes" on Form 990, Part IV, line 14b, 15, or 16.
- Attach to Form 990.

► Information about Schedule F (Form 990) and its Instructions is at www.irs.gov/form990.

Part I General Information on Activities Outside the United States. Complete if the organization answered "Yes" on Form 990, Part IV, line 14b.

- 1 For grantmakers. Does the organization maintain records to substantiate the amount of its grants and other assistance, the grantees' eligibility for the grants or assistance, and the selection criteria used to award the grants or assistance? Yes No
- 2 For grantmakers. Describe in Part V the organization's procedures for monitoring the use of its grants and other assistance outside the United States.

3 Activities per Region. (The following Part I, line 3 table can be duplicated if additional space is needed.)

(a) Region	(b) Number of offices in the region	(c) Number of employees, agents, and independent contractors in region	(d) Activities conducted in region (by type) (e.g., fundraising, program services, investments, grants to recipients located in the region)	(e) If activity listed in (d) is a program service, describe specific type of service(s) in region	(f) Total expenditures for and investments in region
(1) SOUTH ASIA			GRANTMAKING		1,680,500.
(2) EUROPE			GRANTMAKING		193,000.
(3) SUB-SAHARAN AFRICA			GRANTMAKING		85,000.
(4) EAST ASIA AND THE PACIFIC			GRANTMAKING		30,000.
(5) SOUTH ASIA		1.	PROGRAM SERVICES	CONSULTING	25,000.
(6)					
(7)					
(8)					
(9)					
(10)					
(11)					
(12)					
(13)					
(14)					
(15)					
(16)					
(17)					
3a Sub-total		1.			2,017,500.
b Total from continuation sheets to Part I					
c Total (add lines 3a and 3b)		1.			2,017,500.

For Paperwork Reduction Act Notice, see the Instructions for Form 990.

Schedule F (Form 990) 2014

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WON-EX 0267

Grants and Other Assistance to Organizations or Entities Outside the United States. Complete if the organization answered "Yes" on Form 990.**Part II** Part IV, line 15, for any recipient who received more than \$5,000. Part II can be duplicated if additional space is needed.

1	(a) Name of organization	(b) IRS code section and LSN (if applicable)	(c) Region	(d) Purpose of grant	(e) Amount of cash grant	(f) Method of non-cash assistance	(g) Description of non-cash assistance
(1)				BUSINESS, QUALITY CONT	16,000.		
(2)		SUB-SAHARAN AFRICA		BURN	20,000.		
(3)		SUB-SAHARAN AFRICA					
(4)		EUROPE/ICELAND/GREENLAND	BURN		131,800.		
(5)		EAST ASIA/PRCPIC		BUSINESS, QUALITY CONT	10,000.		
(6)		SOUTH ASIA	BURN		176,100.		
(7)		EAST ASIA/PRCPIC		BUSINESS	31,400.		
(8)		SOUTH ASIA		BUSINESS	10,000.		
(9)		EAST ASIA/PRCPIC		BUSINESS	19,350.		
(10)		SUB-SAHARAN AFRICA		BUSINESS, QUALITY CONT	10,000.		
(11)		SOUTH ASIA	BURN	BUSINESS, QUALITY CONT	263,500.		
(12)		SUB-SAHARAN AFRICA		BURN	10,400.		
(13)		SOUTH ASIA	BURN		10,000.		
(14)		EUROPE/ICELAND/GREENLAND	BUSINESS		20,000.		
(15)		SOUTH ASIA		BUSINESS, QUALITY CONT	11,000.		
(16)		SOUTH ASIA	BURN		10,000.		

- 2 Enter total number of recipient organizations listed above that are recognized as charities by the foreign country, recognized as tax-exempt by the IRS, or for which the grantee or counsel has provided a section 501(c)(3) equivalency letter. ▲ ▾
- 3 Enter total number of other organizations or entities. ▲ ▾

WONDERWORK, INC.
Schedule F (Form 890) 201

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Schedule F (Form 990) 2014 **Part II** **Grants and Other Assistance to Organizations or Entities Outside the United States. Complete if the organization answered "Yes" on Form 990.**

Post No. 15, for example, has been used by the organization throughout its history.

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2 Enter total number of recipient organizations listed above that are recognized as charities by the foreign country; recognized as tax-exempt by the IRS, or for which the grantee or counsel has provided a section 501(c)(3) equivalency letter.

3 Enter total number of other organizations or entities.

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WON-EX 0269

Grants and Other Assistance to Organizations or Entities Outside the United States. Complete if the organization answered "Yes" on Form 990, Part IV, line 15, for any recipient who received more than \$5,000. Part II can be duplicated if additional space is needed.

1	(a) Name of organization	(c) Region	(d) Purpose of grant	(e) Amount of cash grant	(f) Nature of disbursement	(g) Amount of non-cash assistance	(h) Method of valuation (book, FMV, appraisal, other)
(1)		BURN,					
(2)	EUROPE/ICELAND/GREENLAND	QUALITY, CONT		20,000.			
(3)	SOUTH ASIA	BUSINESS,		201,000.			
(4)	SOUTH ASIA	QUALITY, CONT					
(5)	SOUTH ASIA	BUSINESS,		61,000.			
(6)	SOUTH ASIA	BUSINESS,		10,000.			
(7)	SOUTH ASIA	BUSINESS,		10,000.			
(8)	SOUTH ASIA	BUSINESS,		10,000.			
(9)	SOUTH ASIA	BUSINESS,		10,000.			
(10)	SOUTH ASIA	BUSINESS,		10,000.			
(11)	SOUTH ASIA	BUSINESS,		49,000.			
(12)	SOUTH ASIA	BUSINESS,		161,000.			
(13)							
(14)							
(15)							
(16)							

- 2 Enter total number of recipient organizations listed above that are recognized as charities by the foreign country, recognized as tax-exempt by the IRS, or for which the grantee or counsel has provided a section 501(c)(3) equivalency letter. 44.
 3 Enter total number of other organizations or entities. ▲

Schedule F (Form 990) 2014

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WON-EX 0270

WONDERWORK, INC.
Schedule F (Form 990) 2014

Grants and Other Assistance to Individuals Outside the United States. Complete if the organization answered "Yes" on Form 990, Part IV, line 16.
Part III can be duplicated if additional space is needed.

(a) Type of grant or assistance	(b) Region	(c) Number of recipients	(d) Amount of cash grant	(e) Manner of cash disbursement	(f) Amount of non-cash assistance	(g) Description of non-cash assistance	(h) Method of valuation (book, FMV, appraisal, other)
(1)							
(2)							
(3)							
(4)							
(5)							
(6)							
(7)							
(8)							
(9)							
(10)							
(11)							
(12)							
(13)							
(14)							
(15)							
(16)							
(17)							
(18)							

Schedule F (Form 990) 2014

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WON-EX 0271

WONDERWORK, INC.

27-4159217

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Schedule F (Form 990) 2014

Part IV Foreign Forms

- 1 Was the organization a U.S. transferor of property to a foreign corporation during the tax year? If "Yes," the organization may be required to file Form 926, Return by a U.S. Transferor of Property to a Foreign Corporation (see Instructions for Form 926). Yes No
- 2 Did the organization have an interest in a foreign trust during the tax year? If "Yes," the organization may be required to file Form 3520, Annual Return to Report Transactions with Foreign Trusts and Receipt of Certain Foreign Gifts, and/or Form 3520-A, Annual Information Return of Foreign Trust With a U.S. Owner (see Instructions for Forms 3520 and 3520-A; do not file with Form 990). Yes No
- 3 Did the organization have an ownership interest in a foreign corporation during the tax year? If "Yes," the organization may be required to file Form 5471, Information Return of U.S. Persons With Respect To Certain Foreign Corporations (see Instructions for Form 5471). Yes No
- 4 Was the organization a direct or indirect shareholder of a passive foreign investment company or a qualified electing fund during the tax year? If "Yes," the organization may be required to file Form 8821, Information Return by a Shareholder of a Passive Foreign Investment Company or Qualified Electing Fund (see Instructions for Form 8821). Yes No
- 5 Did the organization have an ownership interest in a foreign partnership during the tax year? If "Yes," the organization may be required to file Form 8865, Return of U.S. Persons With Respect To Certain Foreign Partnerships (see Instructions for Form 8865). Yes No
- 6 Did the organization have any operations in or related to any boycotting countries during the tax year? If "Yes," the organization may be required to file Form 5713, International Boycott Report (see Instructions for Form 5713; do not file with Form 990). Yes No

Schedule F (Form 990) 2014

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WON-EX 0272

Part V**Supplemental Information**

Complete this part to provide the information required by Part I, line 2 (monitoring of funds); Part I, line 3, column (f) (accounting method; amounts of investments vs. expenditures per region); Part II, line 1 (accounting method); Part III (accounting method); and Part III, column (c) (estimated number of recipients), as applicable. Also complete this part to provide any additional information (see instructions).

GRANT ELIGIBILITY

FORM 990, SCHEDULE F, PART I, LINE 1

THE ORGANIZATION HAS A SPECIFIC METHODOLOGY FOR SELECTING PROGRAM GRANTEES, WHICH INCLUDES EXTENSIVE RESEARCH INTO A POTENTIAL GRANTEE'S MISSION AND PROGRAMS. THE SELECTION PROCESS ALSO INCLUDES OBTAINING THIRD PARTY REFERENCES ABOUT THE GRANTEE'S HISTORY AND CROSS REFERENCING WITH THE US DEPARTMENT OF THE TREASURY AND THE TERRORISM AND FINANCIAL INTELLIGENCE OFFICE.

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Schedule F (Form 990) 2014

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WON-EX 0273

SCHEDULE G
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Name of the organization

WONDERWORK, INC.

Supplemental Information Regarding Fundraising or Gaming Activities

Complete if the organization answered "Yes" to Form 990, Part IV, lines 17, 18, or 19, or if the organization entered more than \$15,000 on Form 990-EZ, line 6a.

► Attach to Form 990 or Form 990-EZ.

► Information about Schedule G (Form 990 or 990-EZ) and its Instructions is at www.irs.gov/form990.

OMB No. 1545-0047

2014

Open to Public
Inspection

Employer identification number
27-4159217

Part I Fundraising Activities. Complete if the organization answered "Yes" to Form 990, Part IV, line 17.
Form 990-EZ filers are not required to complete this part.

1 Indicate whether the organization raised funds through any of the following activities. Check all that apply.

- | | |
|--|---|
| a <input checked="" type="checkbox"/> Mail solicitations | e <input checked="" type="checkbox"/> Solicitation of non-government grants |
| b <input checked="" type="checkbox"/> Internet and email solicitations | f <input type="checkbox"/> Solicitation of government grants |
| c <input type="checkbox"/> Phone solicitations | g <input type="checkbox"/> Special fundraising events |
| d <input checked="" type="checkbox"/> In-person solicitations | |

- 2a Did the organization have a written or oral agreement with any individual (including officers, directors, trustees or key employees listed in Form 990, Part VII) or entity in connection with professional fundraising services? Yes No
- 2b If "Yes," list the ten highest paid individuals or entities (fundraisers) pursuant to agreements under which the fundraiser is to be compensated at least \$5,000 by the organization.

(I) Name and address of individual or entity (fundraiser)	(II) Activity	(III) Did fundraiser have custody or control of contributions?		(IV) Gross receipts from activity	(V) Amount paid to (or retained by) fundraiser listed in col. (I)	(VI) Amount paid to (or retained by) organization
		Yes	No			
1 CDR FUNDRAISING GROUP	MKT & FUND CONSULTANT		X		227,500	-227,500
2						
3						
4						
5						
6						
7						
8						
9						
10						
Total				227,500	-227,500	

- 3 List all states in which the organization is registered or licensed to solicit contributions or has been notified it is exempt from registration or licensing.

AL, AK, AZ, AR, CA, CO, CT, DC, FL, GA, HI, IL,
KS, KY, ME, MD, MA, MI, MN, MS, NH, NJ, NM, NY, NC, ND, OH,
OK, OR, PA, RI, SC, TN, UT, VA, WA, WV, WI,

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Schedule G (Form 990 or 990-EZ) 2014

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WON-EX 0274

WONDERWORK, INC.

27-4159217

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Schedule G (Form 990 or 990-EZ) 2014

Part II Fundraising Events. Complete if the organization answered "Yes" to Form 990, Part IV, line 18, or reported more than \$15,000 of fundraising event contributions and gross income on Form 990-EZ, lines 1 and 6b. List events with gross receipts greater than \$5,000.

		(a) Event #1 (event type)	(b) Event #2 (event type)	(c) Other events (total number)	(d) Total events (add col. (a) through col. (c))
Revenue	1 Gross receipts				
	2 Less: Contributions				
	3 Gross income (line 1 minus line 2).				
Direct Expenses	4 Cash prizes				
	5 Noncash prizes.				
	6 Rent/facility costs				
	7 Food and beverages				
	8 Entertainment				
	9 Other direct expenses				
	10 Direct expense summary. Add lines 4 through 9 in column (d)				►
	11 Net income summary. Subtract line 10 from line 3, column (d)				►

Part III Gaming. Complete if the organization answered "Yes" to Form 990, Part IV, line 19, or reported more than \$15,000 on Form 990-EZ, line 6a.

		(a) Bingo	(b) Pull tabs/instant bingo/progressive bingo	(c) Other gaming	(d) Total gaming (add col. (a) through col. (c))
Revenue	1 Gross revenue				
Direct Expenses	2 Cash prizes.				
	3 Noncash prizes				
	4 Rent/facility costs				
	5 Other direct expenses				
	6 Volunteer labor	Yes _____ % No	Yes _____ % No	Yes _____ % No	
	7 Direct expense summary. Add lines 2 through 5 in column (d)				►
	8 Net gaming income summary. Subtract line 7 from line 1, column (d)				►

9 Enter the state(s) in which the organization conducts gaming activities:

a Is the organization licensed to conduct gaming activities in each of these states? Yes No

b If "No," explain: _____

10 a Were any of the organization's gaming licenses revoked, suspended or terminated during the tax year? Yes No

b If "Yes," explain: _____

Schedule G (Form 990 or 990-EZ) 2014

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WON-EX 0275

WONDERWORK, INC.

27-4159217

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Schedule G (Form 990 or 990-EZ) 2014

- 11 Does the organization conduct gaming activities with nonmembers? Yes No
- 12 Is the organization a grantor, beneficiary or trustee of a trust or a member of a partnership or other entity formed to administer charitable gaming? Yes No
- 13 Indicate the percentage of gaming activity conducted in:
- | | |
|---|-------|
| a The organization's facility | 13a % |
| b An outside facility | 13b % |
- 14 Enter the name and address of the person who prepares the organization's gaming/special events books and records:

Name ► _____

Address ► _____

- 15a Does the organization have a contract with a third party from whom the organization receives gaming revenue? Yes No
- b If "Yes," enter the amount of gaming revenue received by the organization ► \$ _____ and the amount of gaming revenue retained by the third party ► \$ _____
- c If "Yes," enter name and address of the third party:

Name ► _____

Address ► _____

- 16 Gaming manager information:

Name ► _____

Gaming manager compensation ► \$ _____

Description of services provided ► _____

 Director/officer Employee Independent contractor

- 17 Mandatory distributions:

- a Is the organization required under state law to make charitable distributions from the gaming proceeds to retain the state gaming license? Yes No
- b Enter the amount of distributions required under state law to be distributed to other exempt organizations or spent in the organization's own exempt activities during the tax year ► \$ _____

Part IV Supplemental Information. Provide the explanation required by Part I, line 2b, columns (iii) and (v), and Part III, lines 9, 9b, 10b, 15b, 15c, 16, and 17b, as applicable. Also provide any additional information (see instructions).

PROFESSIONAL FUNDRAISERS - ADDRESS

FORM 990, SCHEDULE G, PART I

CDR FUNDRAISING GROUP

16900 SCIENCE DRIVE, SUITE 210

BOWIE, MD 20715

Schedule G (Form 990 or 990-EZ) 2014

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WON-EX 0276

SCHEDULE J
(Form 990)

Compensation Information

For certain Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees

► Complete if the organization answered "Yes" on Form 990, Part IV, line 23.

► Attach to Form 990.

OMB No. 1545-0047

2014

Open to Public Inspection

Department of the Treasury
Internal Revenue Service

Name of the organization

WONDERWORK, INC.

Employer identification number

27-4159217

Part I Questions Regarding Compensation

- 1a Check the appropriate box(es) if the organization provided any of the following to or for a person listed in Form 990, Part VII, Section A, line 1a. Complete Part III to provide any relevant information regarding these items.
- | | |
|--|--|
| <input type="checkbox"/> First-class or charter travel | <input type="checkbox"/> Housing allowance or residence for personal use |
| <input type="checkbox"/> Travel for companions | <input type="checkbox"/> Payments for business use of personal residence |
| <input type="checkbox"/> Tax indemnification and gross-up payments | <input type="checkbox"/> Health or social club dues or initiation fees |
| <input type="checkbox"/> Discretionary spending account | <input type="checkbox"/> Personal services (e.g., maid, chauffeur, chef) |
- b If any of the boxes on line 1a are checked, did the organization follow a written policy regarding payment or reimbursement or provision of all of the expenses described above? If "No," complete Part III to explain
- 2 Did the organization require substantiation prior to reimbursing or allowing expenses incurred by all directors, trustees, and officers, including the CEO/Executive Director, regarding the items checked in line 1a?
- 3 Indicate which, if any, of the following the filing organization used to establish the compensation of the organization's CEO/Executive Director. Check all that apply. Do not check any boxes for methods used by a related organization to establish compensation of the CEO/Executive Director, but explain in Part III.
- | | |
|--|---|
| <input checked="" type="checkbox"/> Compensation committee | <input type="checkbox"/> Written employment contract |
| <input type="checkbox"/> Independent compensation consultant | <input checked="" type="checkbox"/> Compensation survey or study |
| <input type="checkbox"/> Form 990 of other organizations | <input checked="" type="checkbox"/> Approval by the board or compensation committee |
- 4 During the year, did any person listed in Form 990, Part VII, Section A, line 1a, with respect to the filing organization or a related organization:
- Receive a severance payment or change-of-control payment?
 - Participate in, or receive payment from, a supplemental nonqualified retirement plan?
 - Participate in, or receive payment from, an equity-based compensation arrangement?
- If "Yes" to any of lines 4a-c, list the persons and provide the applicable amounts for each item in Part III.

Only section 501(c)(3), 501(c)(4), and 501(c)(29) organizations must complete lines 5-9.

- 5 For persons listed in Form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the revenues of:
- The organization?
 - Any related organization?
- If "Yes" to line 5a or 5b, describe in Part III.
- 6 For persons listed in Form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the net earnings of:
- The organization?
 - Any related organization?
- If "Yes" to line 6a or 6b, describe in Part III.
- 7 For persons listed in Form 990, Part VII, Section A, line 1a, did the organization provide any non-fixed payments not described in lines 5 and 6? If "Yes," describe in Part III
- 8 Were any amounts reported in Form 990, Part VII, paid or accrued pursuant to a contract that was subject to the initial contract exception described in Regulations section 53.4958-4(a)(3)? If "Yes," describe in Part III
- 9 If "Yes" to line 8, did the organization also follow the rebuttable presumption procedure described in Regulations section 53.4958-6(c)?

For Paperwork Reduction Act Notice, see the Instructions for Form 990.

Schedule J (Form 990) 2014

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WON-EX 0277

Schedule J (Form 990) 2014

Part II Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees. Use duplicate copies if additional space is needed.

For each individual whose compensation must be reported in Schedule J, report compensation from the organization on row (i) and from related organizations, described in the instructions, on row (ii). Do not list any individuals that are not listed on Form 990, Part VII, Part VI.

Note. The sum of columns (B)(i)-(iii) for each listed individual must equal the total amount of Form 990, Part VII, Section A, line 1a, applicable column (D) and (E) amounts for that individual.

(A) Name and Title	(B) Breakdown of W-2 and/or 1099-MISC compensation			(C) Retirement and other deferred compensation	(D) Nonqualified benefits	(E) Total of columns (B)(i)-(C)	(F) Compensation in column (B) reported as deferred in prior Form 990
	(i) Base compensation	(ii) Bonus & incentive compensation	(iii) Other reportable compensation				
BRIAN MULANEY 1. CO-OWNER, PRESIDENT & CEO	\$ 475,000	0	0	0	0	475,000	0
HANNA FUCHS 2. CHIEF FINANCIAL OFFICER	\$ 200,000	\$ 20,000	0	0	0	220,000	0
DELOIS GREENWOOD 3. SENIOR ADVISOR GLOBAL PROGRAMS	\$ 175,000	\$ 17,500	0	0	0	192,500	0
KAREN LAZARUS 4. DIRECTOR STRATEGIC PROJECTS	\$ 150,000	\$ 15,000	0	0	0	165,000	0
ELAINE PAYAFIO 5. DIRECTOR MARKETING	\$ 147,500	\$ 5,000	0	0	0	152,500	0
6.	0	0	0	0	0	0	0
7.	0	0	0	0	0	0	0
8.	0	0	0	0	0	0	0
9.	0	0	0	0	0	0	0
10.	0	0	0	0	0	0	0
11.	0	0	0	0	0	0	0
12.	0	0	0	0	0	0	0
13.	0	0	0	0	0	0	0
14.	0	0	0	0	0	0	0
15.	0	0	0	0	0	0	0
16.	0	0	0	0	0	0	0

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Schedule J (Form 990) 2014

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WON-EX 0278

WONDERWORK, INC.

27-4159217

Schedule J (Form 990) 2014

Part III Supplemental Information

Complete this part to provide the information, explanation, or descriptions required for Part I, lines 1a, 1b, 3, 4a, 4b, 4c, 5a, 5b, 6a, 6b, 7, and 8, and for Part II. Also complete this part for any additional information.

NON-FIXED PAYMENTS

SCHEDULE J, PART I, LINE 7

THE CHIEF FINANCIAL OFFICER, SENIOR ADVISOR OF GLOBAL PROGRAMS, DIRECTOR OF STRATEGIC PROJECTS, AND DIRECTOR OF MARKETING RECEIVED A NON-FIXED BONUS BASED ON INDIVIDUAL PERFORMANCE AND THE ACHIEVEMENT OF INSTITUTIONAL GOALS.

Schedule J (Form 990) 2014

Page 3

Schedule J (Form 990) 2014

Page 3

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WON-EX 0279

SCHEDULE L
(Form 990 or 990-EZ)**Transactions With Interested Persons**

OMB No. 1545-0047

2014Open To Public
InspectionDepartment of the Treasury
Internal Revenue Service► Complete if the organization answered "Yes" on Form 990, Part IV, line 25a, 25b, 26, 27, 28a,
28b, or 28c, or Form 990-EZ, Part V, line 38a or 40b.
► Attach to Form 990 or Form 990-EZ.► Information about Schedule L (Form 990 or 990-EZ) and its instructions is at www.irs.gov/form990.

Name of the organization

WONDERWORK, INC.

Employer identification number

27-4159217

Part I Excess Benefit Transactions (section 501(c)(3), section 501(c)(4), and 501(c)(29) organizations only).
Complete if the organization answered "Yes" on Form 990, Part IV, line 25a or 25b, or Form 990-EZ, Part V, line 40b.

1	(a) Name of disqualifying person	(b) Relationship between disqualifying person and organization	(c) Description of transaction	(d) Control? Yes No
(1)				
(2)				
(3)				
(4)				
(5)				
(6)				

2 Enter the amount of tax incurred by the organization managers or disqualifying persons during the year under section 4958 ► \$ _____

3 Enter the amount of tax, if any, on line 2, above, reimbursed by the organization ► \$ _____

Part II Loans to and/or From Interested Persons.

Complete if the organization answered "Yes" on Form 990-EZ, Part V, line 38a or Form 990, Part IV, line 26; or if the organization reported an amount on Form 990, Part X, line 5, 6, or 22.

(a) Name of interested person	(b) Relationship with organization	(c) Purpose of loan	(d) Loan to or from the organization?	(e) Original principal amount	(f) Balance due	(g) In default?	(h) Approved by board or committee?		(i) Written agreement?	
							Yes	No	Yes	No
(1) J. MULLANEY	DISC PER	IMPACT	X	250,000.	150,000.		X	X		X
(2)										
(3)										
(4)										
(5)										
(6)										
(7)										
(8)										
(9)										
(10)										
Total					► \$ 150,000.					

Part III Grants or Assistance Benefiting Interested Persons.

Complete if the organization answered "Yes" on Form 990, Part IV, line 27.

(a) Name of interested person	(b) Relationship between interested person and the organization	(c) Amount of assistance	(d) Type of assistance	(e) Purpose of assistance
(1)				
(2)				
(3)				
(4)				
(5)				
(6)				
(7)				
(8)				
(9)				
(10)				

For Paperwork Reduction Act Notice, see the Instructions for Form 990 or 990-EZ.

Schedule L (Form 990 or 990-EZ) 2014

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WON-EX 0280

WONDERWORK, INC.

27-4159217

Schedule L (Form 990 or 990-EZ) 2014

Page 2

Part IV Business Transactions Involving Interested Persons.

Complete if the organization answered "Yes" on Form 990, Part IV, line 28a, 28b, or 28c.

(a) Name of interested person	(b) Relationship between interested person and the organization	(c) Amount of transaction	(d) Description of transaction	(e) Sharing of organization's revenues?	
				Yes	No
(1)					
(2)					
(3)					
(4)					
(5)					
(6)					
(7)					
(8)					
(9)					
(10)					

Part V Supplemental Information

Provide additional information for responses to questions on Schedule L (see instructions).

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Schedule L (Form 990 or 990-EZ) 2014

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WON-EX 0281

**SCHEDULE M
(Form 990)****Noncash Contributions**

OMB No. 1545-0047

2014Open To Public
InspectionDepartment of the Treasury
Internal Revenue Service

Name of the organization

WONDERWORK, INC.

Employer identification number
27-4159217**Part I Types of Property**

	(a) Check if applicable	(b) Number of contributions or items contributed	(c) Noncash contribution amounts reported on Form 990, Part VIII, line 1g	(d) Method of determining noncash contribution amounts
1 Art - Works of art				
2 Art - Historical treasures				
3 Art - Fractional interests				
4 Books and publications				
5 Clothing and household goods				
6 Cars and other vehicles				
7 Boats and planes				
8 Intellectual property				
9 Securities - Publicly traded	X	11.	230,758.	FMV
10 Securities - Closely held stock				
11 Securities - Partnership, LLC, or trust interests				
12 Securities - Miscellaneous				
13 Qualified conservation contribution - Historic structures				
14 Qualified conservation contribution - Other				
15 Real estate - Residential				
16 Real estate - Commercial				
17 Real estate - Other				
18 Collectibles				
19 Food inventory				
20 Drugs and medical supplies				
21 Taxidermy				
22 Historical artifacts				
23 Scientific specimens				
24 Archeological artifacts				
25 Other ►(-----)				
26 Other ►(-----)				
27 Other ►(-----)				
28 Other ►(-----)				

29 Number of Forms 8283 received by the organization during the tax year for contributions for which the organization completed Form 8283, Part IV, Donee Acknowledgement

29

Yes No

30a During the year, did the organization receive by contribution any property reported in Part I, lines 1 through 28, that it must hold for at least three years from the date of the initial contribution, and which is not required to be used for exempt purposes for the entire holding period?	30a	X
b If "Yes," describe the arrangement in Part II.		
31 Does the organization have a gift acceptance policy that requires the review of any non-standard contributions?	31	X
32a Does the organization hire or use third parties or related organizations to solicit, process, or sell noncash contributions?	32a	X
b If "Yes," describe in Part II.		
33 If the organization did not report an amount in column (c) for a type of property for which column (a) is checked, describe in Part II.		

For Paperwork Reduction Act Notice, see the Instructions for Form 990.

Schedule M (Form 990) (2014)

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WON-EX 0282

WONDERWORK, INC.

27-4159217

Schedule M (Form 990) (2014)

Page 2

Part II Supplemental Information. Complete this part to provide the information required by Part I, lines 30b, 32b, and 33, and whether the organization is reporting in Part I, column (b), the number of contributions, the number of items received, or a combination of both. Also complete this part for any additional information.

NUMBER OF CONTRIBUTORS

FORM 990, SCHEDULE M, PART I, COLUMN (B)

THE NUMBER IN COLUMN (B) REPRESENTS THE NUMBER OF CONTRIBUTIONS.

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Schedule M (Form 990) (2014)

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WON-EX 0283

SCHEDULE O
(Form 990 or 990-EZ)

Supplemental Information to Form 990 or 990-EZ

Complete to provide information for responses to specific questions on
Form 990 or 990-EZ or to provide any additional information.
► Attach to Form 990 or 990-EZ.

OMB No. 1545-0047

2014

Open to Public
Inspection

Department of the Treasury
Internal Revenue Service

Name of the organization
WONDERWORK, INC.

Employer identification number
27-4159217

ORGANIZATION'S MISSION

FORM 990, PART III, LINE 1

WONDERWORK IS A NOT-FOR-PROFIT ORGANIZATION WHICH WAS FOUNDED TO PROVIDE TREATMENT, SURGERY, AND RELATED ASSISTANCE TO CHILDREN AND ADULTS IN UNDERSERVED REGIONS OF THE WORLD. WONDERWORK PROVIDES LIFE-CHANGING SUPPORT FOR ILLNESS, DISEASE, AND DISABILITY INCLUDING BUT NOT LIMITED TO BLINDNESS, CLUBFOOT, BURN CARE, HYDROCEPHALUS, AND PEDIATRIC CARDIAC SURGERY. WONDERWORK SUPPORTS OTHER MEDICAL INSTITUTIONS AND CHARITABLE ORGANIZATIONS ENGAGED IN THE PROVISION OF THESE SERVICES; AS WELL AS, EDUCATES DOCTORS AND RAISES PUBLIC AWARENESS ON NEEDED SURGICAL CARE AND RELATED TREATMENT FOR UNDERSERVED POPULATIONS WITH DISABILITIES.

WONDERWORK ALSO AIMS TO FURTHER THE PUBLIC EDUCATION AND PUBLIC INTERACTION BY ENGAGING IN PUBLIC EDUCATION AND DELIVERY OF CALLS TO ACTION ASKING THE PUBLIC TO TAKE ACTION IN SUPPORT OF WONDERWORK'S PROGRAMS IN CONJUNCTION WITH FUNDRAISING APPEALS.

SIGNIFICANT PROGRAM SERVICE ACTIVITIES

FORM 990, PART III, LINE 3

THE ORGANIZATION WAS INCORPORATED IN AND FILED AN INITIAL RETURN IN FISCAL YEAR 2011. DURING FISCAL YEAR 2012, WONDERWORK, INC. RECEIVED SIGNIFICANT SUPPORT FROM DONORS AND INCREASED OPERATIONS TO SUPPORT ITS FIVE MAIN SERVICE AREAS - BLINDNESS, CLUBFOOT, BURN CARE, HYDROCEPHALUS, AND PEDIATRIC CARDIAC SURGERY. THE ORGANIZATION SAW CONTINUED GROWTH IN

For Privacy Act and Paperwork Reduction Act Notice, see the Instructions for Form 990 or 990-EZ.

Schedule O (Form 990 or 990-EZ) (2014)

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WON-EX 0284

Name of the organization WONDERWORK, INC.	Employer identification number 27-4159217
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FISCAL YEAR 2013, 2014 AND 2015, HOWEVER, MOST DONATIONS WERE RESTRICTED TO THE BLINDNESS, CLUBFOOT, AND BURN CARE PROGRAMS.

990 REVIEW

FORM 990, PART VI, LINE 11B

THE FORM 990 WAS PREPARED BY AN INTERNATIONAL ACCOUNTING FIRM AND THE FINANCE DEPARTMENT. A COPY OF THE FORM 990 WAS REVIEWED BY THE CHAIR OF THE AUDIT COMMITTEE OF THE BOARD OF DIRECTORS AND WAS DISTRIBUTED TO ALL BOARD MEMBERS BEFORE FILING WITH THE IRS.

MONITORING AND COMPLIANCE WITH CONFLICT OF INTEREST POLICY

FORM 990, PART VI, LINE 12C

EACH OFFICER, DIRECTOR AND KEY EMPLOYEE OF THE ORGANIZATION IS REQUIRED TO DISCLOSE ANY CONFLICTS OF INTEREST THAT ARISE THROUGH EMPLOYMENT, BOARD SERVICE OR POSITION IN THE ORGANIZATION. THE ORGANIZATION MONitors COMPLIANCE WITH ITS CONFLICT OF INTEREST POLICY THROUGH ANNUAL COMPLETION OF THE QUESTIONNAIRE AND DISCLOSURE STATEMENT THAT IS DISTRIBUTED TO THESE INDIVIDUALS.

ALSO, NEW EMPLOYEES JOINING THE ORGANIZATION ARE REQUIRED TO COMPLETE THE QUESTIONNAIRE. POTENTIAL CONFLICTS OF INTEREST ARE INVESTIGATED IMMEDIATELY, AND A PERSON WHO HAS A CONFLICT OF INTEREST SHALL NOT PARTICIPATE IN DISCUSSIONS ON ANY MATTER RELATED TO THE CONFLICT.

COMPLETED QUESTIONNAIRES ARE AVAILABLE FOR INSPECTION BY ANY BOARD MEMBER AND MAY BE REVIEWED BY THE ORGANIZATION'S LEGAL COUNSEL. THE FINANCE

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Schedule O (Form 990 or 990-EZ) 2014

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WON-EX 0285

Name of the organization

WONDERWORK, INC.

Employer identification number

27-4159217

DEPARTMENT MONITORS NEW CONTRACTS AND INVOICE PAYMENTS TO MAKE SURE THAT
THE POLICY IS FOLLOWED.

PROCESS FOR DETERMINING COMPENSATION

FORM 990, PART VI, LINE 15

AN INDEPENDENT COMPENSATION COMMITTEE HAS BEEN ESTABLISHED BY THE BOARD OF DIRECTORS TO SECURE DATA FROM AND ABOUT COMPARABLE NONPROFIT ORGANIZATIONS IN OUR AREA TO BENCHMARK PAY. THE COMMITTEE WAS ESTABLISHED TO FURTHER COLLECT OTHER PUBLISHED SURVEY DATA, WHEN APPROPRIATE, OF FOR-PROFIT ORGANIZATIONS FOR SPECIFIC FUNCTIONAL COMPETENCIES SUCH AS FINANCE AND HUMAN RESOURCES. TOGETHER WITH THIS DATA FROM THE COMPARABLE LOCAL ORGANIZATIONS, DATA FROM THESE MARKET SEGMENTS ARE USED TO FORM A "MARKET COMPOSITE" TO ASSESS THE COMPETITIVENESS, FAIRNESS AND APPROPRIATENESS OF COMPENSATION PAID BY WONDERWORK TO ITS EXECUTIVES AND OTHER EMPLOYEES.

WONDERWORK'S COMPENSATION STRATEGY AND IMPLEMENTATION IS ADMINISTERED BY THIS COMPENSATION COMMITTEE, WHICH WILL REPORT ITS FINDINGS TO THE BOARD OF DIRECTORS. THE BOARD, THROUGH THIS COMMITTEE, IS RESPONSIBLE FOR ESTABLISHING AND MAINTAINING A COMPETITIVE COMPENSATION PROGRAM FOR THE ORGANIZATION AND COORDINATING AN ANNUAL REVIEW BY AN INDEPENDENT REVIEWER (OR AN INTERNAL DETERMINATION) TO EVALUATE THE ORGANIZATION'S EXECUTIVE COMPENSATION AGAINST THE COMPETITIVE MARKET. FOLLOWING THE REVIEW OF THIS EVALUATION, THE BOARD APPROVES, FOR SELECTED KEY EXECUTIVES, BASE SALARIES AND ANNUAL INCENTIVE OPPORTUNITY ADJUSTMENTS (IF ANY), AND OBJECTIVES AND GOALS FOR THE UPCOMING YEAR.

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Schedule O (Form 990 or 990-EZ) 2014

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WON-EX 0286

Name of the organization WONDERWORK, INC.	Employer identification number 27-4159217
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COMPENSATION REVIEWS ARE CONTEMPORANEOUSLY DOCUMENTED IN BOARD AND COMMITTEE MINUTES.

DOCUMENT DISCLOSURE

FORM 990, PART VI, LINE 19

THE ORGANIZATION MAKES THE FORM 990 AVAILABLE TO THE PUBLIC BY RETAINING A COPY AT ITS HEADQUARTERS IN NEW YORK CITY. THE FORM 990 IS ALSO PUBLISHED ON THE INTERNET ON THE ORGANIZATION'S WEBSITE. THE ORGANIZATION'S FINANCIAL STATEMENTS ARE ALSO AVAILABLE ON THE WEBSITE (WWW.WONDERWORK.ORG).

THE ORGANIZATION'S GOVERNING DOCUMENTS AND CONFLICT OF INTEREST POLICY ARE AVAILABLE UPON REQUEST.

FORM 990, PART VI, LINE 17 - STATESATTACHMENT 1

AL, AK, AR, CA, CO, CT,
DC, FL, GA, HI, IL, KS, KY, ME, MD, MA, MI,
MN, MS, NH, NJ, NM, NY, NC, ND, OH, OK, OR, PA,
RI, SC, TN, UT, VA, WA, WV, WI,

ATTACHMENT 2990, PART VII- COMPENSATION OF THE FIVE HIGHEST PAID IND. CONTRACTORS

NAME AND ADDRESS	DESCRIPTION OF SERVICES	COMPENSATION
KAPLAN KRAVET & VOGEL P.C. 630 THIRD AVE., 5TH FLOOR NEW YORK, NY 10017-6705	LEGAL SERVICES	447,081.
ONIX PARTNERS LLC	CONSULTING SERVICES	136,000.

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Schedule O (Form 990 or 990-EZ) 2014

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WON-EX 0287

Name of the organization
WONDERWORK, INC.

Employer identification number
27-4159217

ATTACHMENT 2 (CONT'D)

990, PART VII- COMPENSATION OF THE FIVE HIGHEST PAID IND. CONTRACTORS

<u>NAME AND ADDRESS</u>	<u>DESCRIPTION OF SERVICES</u>	<u>COMPENSATION</u>
101 28TH STREET, UNIT #3 SAN FRANCISCO, CA 94131		

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Schedule O (Form 990 or 990-EZ) 2014

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WON-EX 0288

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Final Editorial Review Not Completed

NDPPS USE ONLY	
NDPPS ID:	_____
Contact Name:	_____
Special Instructions	_____

Version _____	

WONDERWORK, INC.
Financial Statements
June 30, 2015 and 2014
(With Independent Auditors' Report Thereon)

WON-EX 0289

Independent Auditors' Report

The Board of Directors
WonderWork, Inc.:

We have audited the accompanying financial statements of WonderWork, Inc. (WonderWork), which comprise the balance sheets as of June 30, 2015 and 2014, and the related statements of activities, functional expenses, and cash flows for the years then ended, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation and fair presentation of these financial statements in accordance with U.S. generally accepted accounting principles; this includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error.

Auditors' Responsibility

Our responsibility is to express an opinion on these financial statements based on our audits. We conducted our audits in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditors' judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the organization's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the organization's internal control. Accordingly, we express no such opinion. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of WonderWork, Inc. as of June 30, 2015 and 2014, and the changes in its net assets and its cash flows for the years then ended, in accordance with U.S. generally accepted accounting principles.

[*(signed) KPMG LLP*]

Date

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WONDERWORK, INC.

Balance Sheets

June 30, 2015 and 2014

Assets	2015	2014
Cash and cash equivalents	\$ 1,090,118	873,961
Contributions receivable (note 3)	201,876	370,116
Prepaid expenses and other assets	45,625	45,625
Investments (note 4)	13,150,125	14,066,815
Property and equipment, net	57,338	88,926
Total assets	<u>\$ 14,545,082</u>	<u>15,445,443</u>
Liabilities and Net Assets		
Liabilities:		
Accounts payable and accrued expenses	\$ 233,693	1,167,916
Loans payable (note 7)	<u>9,602,417</u>	<u>9,518,750</u>
Total liabilities	<u>9,836,110</u>	<u>10,686,666</u>
Net assets:		
Unrestricted	211,918	2,376,415
Temporarily restricted (note 6)	<u>4,497,054</u>	<u>2,382,362</u>
Total net assets	<u>4,708,972</u>	<u>4,758,777</u>
Total liabilities and net assets	<u>\$ 14,545,082</u>	<u>15,445,443</u>

See accompanying notes to financial statements.

WONDERWORK, INC.
Statements of Activities
Years ended June 30, 2015 and 2014

	2015	2014
Change in unrestricted net assets:		
Operating activities:		
Revenues:		
Contributions	\$ 3,958,954	5,582,853
In-kind contributions (note 10)	1,522,112	1,882,441
Investment loss (gain)	(153,782)	1,878,168
Other	2,059	26,130
Net assets released from restrictions (note 6)	<u>6,322,623</u>	<u>6,069,458</u>
Total revenues	<u>11,651,966</u>	<u>15,439,050</u>
Expenses (note 9):		
Program:		
Surgical treatments and related activities, and information and health education (note 10)	10,379,077	9,762,437
Management and general	562,209	286,751
Fund-raising	<u>2,875,177</u>	<u>4,619,803</u>
Total expenses	<u>13,816,463</u>	<u>14,668,991</u>
(Deficiency) excess of operating revenues over operating expenses	<u>(2,164,497)</u>	<u>770,059</u>
Nonoperating activities:		
Grant and other liability write-off (note 8)	—	733,000
(Decrease) increase in unrestricted net assets	<u>(2,164,497)</u>	<u>1,503,059</u>
Change in temporarily restricted net assets:		
Contributions	8,437,315	6,596,814
Net assets released from restrictions (note 6)	<u>(6,322,623)</u>	<u>(6,069,458)</u>
Increase in temporarily restricted net assets	<u>2,114,692</u>	<u>527,356</u>
Change in net assets	(49,805)	2,030,415
Net assets at beginning of year	<u>4,758,777</u>	<u>2,728,362 ..</u>
Net assets at end of year	<u>\$ 4,708,972</u>	<u>4,758,777</u>

See accompanying notes to financial statements.

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WONDERWORK, INC.
Statement of Functional Expenses
Year ended June 30, 2015

	Program services	Supporting services			Total
		Management and general	Fund-raising	Subtotal	
Grants	\$ 1,992,500	—	—	—	1,992,500
In-kind services (note 10)	1,522,112	—	—	—	1,522,112
Salaries and related expenses	1,149,731	99,607	368,216	467,823	1,617,554
Professional and consulting fees	562,420	77,437	89,981	167,418	729,838
Occupancy	150,555	8,453	36,980	45,433	195,988
Office supplies and services	165,890	9,314	40,747	50,061	215,951
Printing, publications, and postage (note 9)	4,499,272	277,847	2,222,376	2,500,223	6,999,495
Depreciation	32,866	1,846	8,073	9,919	42,783
Travel and other miscellaneous	303,731	87,705	108,804	196,509	500,240
Total expenses	\$ 10,379,077	<u>562,209</u>	<u>2,875,177</u>	<u>3,437,386</u>	<u>13,816,463</u>

See accompanying notes to financial statements.

WONDERWORK, INC.
Statement of Functional Expenses
Year ended June 30, 2014

	Program services	Supporting services			Total
		Management and general	Fund-raising	Subtotal	
Grants	\$ 1,543,055	—	—	—	1,543,055
In-kind services (note 10)	1,882,441	—	—	—	1,882,441
Salaries and related expenses	1,322,576	74,252	324,855	399,107	1,721,683
Professional and consulting fees	759,085	131,944	199,203	331,147	1,090,232
Occupancy	143,670	8,066	35,289	43,355	187,025
Office supplies and services	142,991	8,028	35,122	43,150	186,141
Printing, publications, and postage (note 9)	3,717,856	—	3,939,353	3,939,353	7,657,209
Depreciation	34,173	1,919	8,394	10,313	44,486
Travel and other miscellaneous	216,590	62,542	77,587	140,129	356,719
Total expenses	\$ 9,762,437	286,751	4,619,803	4,906,554	14,668,991

See accompanying notes to financial statements.

WONDERWORK, INC.
Statements of Cash Flows
Years ended June 30, 2015 and 2014

	2015	2014
Cash flows from operating activities:		
Change in net assets	\$ (49,805)	2,030,415
Adjustments to reconcile change in net assets to net cash used in operating activities:		
Depreciation and amortization	42,785	44,486
Forgiveness of debt	(300,000)	(100,000)
Investment loss (gain)	153,782	(1,878,168)
Changes in operating assets and liabilities:		
Contributions receivables	168,240	200,040
Accounts payable and accrued expenses	(934,223)	(68,744)
Interest payable	183,667	118,750
Grants and other amounts payable to Help Me See	—	(733,000)
Net cash used in operating activities	<u>(735,554)</u>	<u>(386,221)</u>
Cash flows from investing activities:		
Purchases of property and equipment	(11,197)	(1,822)
Sales of investments	13,925,803	508,836
Purchases of investments	(13,162,895)	(6,265,858)
Net cash provided by (used in) investing activities	<u>751,711</u>	<u>(5,758,844)</u>
Cash flows from financing activities:		
Loans payable	200,000	5,840,797
Net cash provided by financing activities	<u>200,000</u>	<u>5,840,797</u>
Net increase (decrease) in cash and cash equivalents	216,157	(304,268)
Cash and cash equivalents, beginning of year	<u>873,961</u>	<u>1,178,229</u>
Cash and cash equivalents, end of year	<u>\$ 1,090,118</u>	<u>873,961</u>

See accompanying notes to financial statements.

WONDERWORK, INC.

Notes to Financial Statements

June 30, 2015 and 2014

(1) Description of Organization

WonderWork, Inc. (the Organization or WonderWork) is a not-for-profit organization, which was incorporated in 2011 to provide treatment, surgery, and related assistance to children and adults everywhere, including those in developing countries suffering from disease, illness, or disability, including, but not necessarily limited to, blindness, club foot, hydrocephalus, pediatric cardiac surgery, and burns; and to further support medical institutions and other charitable organizations engaged in the provision of these services; as well as creating general awareness of these disabilities and available treatments.

(2) Summary of Significant Accounting Policies

(a) *Basis of Presentation*

The Organization's financial statements have been prepared on the accrual basis of accounting in accordance with U.S. generally accepted accounting principles. Net assets and the changes therein are classified and reported as follows:

Unrestricted – Net assets that are not subject to donor-imposed restrictions.

Temporarily Restricted – Net assets subject to donor-imposed restrictions that will be met by actions of the Organization and/or the passage of time.

Revenues are reported as increases in unrestricted net assets unless their use is limited by explicit donor-imposed restrictions or by law. Expenses are reported as decreases in net assets.

(b) *Fair Value*

Fair value is defined as the exchange price that would be received for an asset or paid to transfer a liability (an exit price) in the principal or most advantageous market for the asset or liability in an orderly transaction between market participants on the measurement date. The three levels of the fair value hierarchy are as follows:

- Level 1 inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities that a reporting entity has the ability to access at the measurement date.
- Level 2 inputs are inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly or indirectly.
- Level 3 inputs are unobservable inputs for the asset or liability.

(c) *Accounting Estimates*

The preparation of the financial statements in conformity with U.S. generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosures of contingencies at the date of the financial statements and revenues and expenses recognized during the reporting period. Significant estimates made in the preparation of the financial statements include determining the net realizable value of contributions, valuation of in-kind contributions, and functional expense allocations. Actual results could differ from those estimates.

WONDERWORK, INC.
Notes to Financial Statements
June 30, 2015 and 2014

(d) Cash and Cash Equivalents

The Organization considers all highly liquid instruments with an original maturity of three months or less to be cash equivalents. The Organization maintains cash and cash equivalents in major financial institutions. Cash held by a financial institution that exceeds the Federal Deposit Insurance Corporation (FDIC) limits exposes the Organization to a concentration of credit risk.

(e) Investments

Investments are reported at fair value based upon quoted market prices.

(f) Contributions

Contributions, including unconditional promises to give (pledges), are recognized as revenue upon receipt and are considered to be unrestricted unless received with donor stipulations that limit their use through either purpose or time restrictions. Contributions with donor stipulations that limit their use are considered to be temporarily restricted until the donor restrictions expire, that is, when a time restriction ends or purpose restriction is fulfilled. Upon the expiration of donor stipulations, temporarily restricted net assets are reclassified to unrestricted net assets and reported in the accompanying statements of activities as net assets released from restrictions. Contributions expected to be received after one year are discounted at a risk-adjusted rate of return.

(g) Contributions In-Kind

Contributions in-kind include donated services and materials related to the treatments sponsored by WonderWork. These contributions are recorded at fair value on the date of donation and are recognizable as they either create or enhance assets that are not financial in nature or provided by individuals with specialized skills that would need to be purchased if the services had not been donated.

(h) Property and Equipment

Property and equipment are stated at cost less accumulated depreciation and amortization. Depreciation is computed on the straight-line basis over the estimated useful lives of the assets ranging from 3 to 5 years. Leasehold improvements are amortized on a straight-line basis over the lesser of their useful lives or the term of the lease.

(i) Income Taxes

WonderWork recognizes the effect of income tax positions only if those positions are more likely than not of being sustained. Income generated from activities unrelated to the WonderWork's exempt purpose is subject to tax under Internal Revenue Code Section 511. WonderWork utilizes a threshold of more likely than not for recognition and derecognition of tax positions taken or expected to be taken in a tax return. WonderWork did not recognize any unrelated business income tax liability for the years ended June 30, 2015 and 2014.

WONDERWORK, INC.
Notes to Financial Statements
June 30, 2015 and 2014

(3) Contributions and Contributions Receivable

Contributions receivable are scheduled to be collected as follows at June 30, 2015 and 2014:

	2015	2014
Amount due in one year or less	\$ 201,876	200,000
Amount due in 2 to 5 years	—	197,711
Less discount to present value at 2.4%	—	(27,595)
	\$ 201,876	370,116

Contributions receivable is from one donor at June 30, 2015 and 2014. Approximately 20% of contributions were received from 5 donors in 2015 and 35% of contributions were received from two donors in 2014.

(4) Investments

The following presents the Organization's investments measured at fair value as of June 30, 2015 and 2014. These all represent Level 1 investments in the fair value hierarchy.

	2015	2014
Vanguard total world stock	\$ —	14,055,540
Vanguard total stock market	13,147,354	—
Other	2,771	11,275
Total investments	\$ 13,150,125	14,066,815

(5) Commitments

The Organization has a lease agreement for the rental of its office in New York expiring in 2016. Approximate future minimum annual rentals related to this lease are \$137,000.

Rent expense for the years ended June 30, 2015 and 2014 amounted to approximately \$196,000 and \$187,000, respectively.

(6) Temporarily Restricted Net Assets

Temporarily restricted net assets are available for the following as of June 30, 2015 and 2014:

	2015	2014
Blindness	\$ 1,093,040	—
Burns	1,334,093	958,278
Clubfoot	1,900,380	1,053,968
Time	169,541	370,116
	\$ 4,497,054	2,382,362

WONDERWORK, INC.
Notes to Financial Statements
June 30, 2015 and 2014

Net assets were released from restrictions during the year ended June 30, 2015 by incurring expenses or the passage of time as follows:

	2015	2014
Blindness	\$ 5,249,556	4,271,517
Burns	536,174	614,320
Clubfoot	336,318	983,281
Hydrocephalus	—	300
Time	<u>200,575</u>	<u>200,040</u>
	<u>\$ 6,322,623</u>	<u>6,069,458</u>

(7) Loans Payable

In fiscal 2013, the Organization received an unsecured impact loan commitment of \$7,500,000 from a foundation to be used to generate additional funding for WonderWork programs and facilitate the more effective and efficient delivery of surgeries for the poor and needy served by WonderWork. Funds loaned by the foundation are scheduled to be repaid after 5 years at the rate of 2% per annum. As of June 30, 2013, WonderWork had drawn down \$2,500,000 of this loan. In 2014 the remaining \$5,000,000 was drawn down under the loan.

In fiscal 2014, the Organization received unsecured impact loan commitments of \$2,000,000 from several foundations to be used to generate additional funding for WonderWork programs and facilitate the more effective and efficient delivery of surgeries for the poor and needy served by WonderWork. Funds loaned by these foundations are scheduled to be repaid after 5 years at the rate of 2% per annum.

In fiscal 2015, the Organization received an additional unsecured impact loans commitment of \$200,000 from a foundation at the same terms and for the same purpose as the fiscal 2014 loans, to be repaid after 5 years at the rate of 2%.

As of June 30, 2015 and 2014, WonderWork had drawn down a total of \$9,300,000 and \$9,400,000 of these loans, respectively. Interest on the loans is not due until repayment. Accrued interest expense of \$302,417 and \$118,750 at June 30, 2015 and 2014, respectively, were recognized on these loans.

In 2015 and 2014, \$300,000 and \$100,000, respectively, of these loans were forgiven and recognized as contribution revenue in the accompanying statement of activities.

The aggregate amount of principal due on loans payable at June 30, 2015 is as follows:

2018	\$ 7,500,000
2019	1,600,000
2020	<u>200,000</u>
	<u>\$ 9,300,000</u>

WONDERWORK, INC.

Notes to Financial Statements

June 30, 2015 and 2014

Pursuit to the loan agreements, Wonderwork met its loan covenants as of June 30, 2015, which consisted of maintaining assets in excess of \$1.5 million and maintaining expenditures of 50% or more of all public donations on program service activities.

(8) Payable to HelpMeSee

In August, 2011, WonderWork entered into a partnership agreement with HelpMeSee, another blindness charity and 501(c)(3), to work together to solve the problem of cataract blindness. This agreement provided that WonderWork would support HelpMeSee with program grants that WonderWork would pay to HelpMeSee, including an annual grant equal to the amount of the largest grant WonderWork made to a blindness partner from unrestricted funds that year, and a \$2,000,000 program grant payable at the end of the 5 year agreement. (If the agreement was terminated before 5 years, this grant would be pro-rated.) This agreement provided that HelpMeSee would help WonderWork through payments of \$166,667 per month to help pay for a portion of the expenses WonderWork incurred as part of this agreement. HelpMeSee terminated this agreement in the 12th month (August 2012) and currently the two organizations are in arbitration. The liability recorded at the termination of the agreement has been reversed as management believes the liability will not be paid.

(9) Allocation of Joint Costs

In 2015 and 2014, Wonderwork conducted activities, principally direct mailings, that included fundraising appeals as well as program components. The joint costs incurred were allocated as follows:

	2015	2014
Program services	\$ 4,499,272	3,717,856
Management and general	277,847	—
Fund-raising	2,222,376	3,939,353
Total	<u>\$ 6,999,495</u>	<u>7,657,209</u>

(10) Contributions In-Kind

In fiscal year 2015, in-kind contributions consisted of donated professional services, overhead for medical and surgical staff and facilities, medical surgical supplies, medications, and outreach from surgical partners. The amount that hospitals donate toward the overall cost needed to provide the surgeries was \$434,486. Additionally, there was an in-kind donation of consulting services of \$1,087,626 for an overall review of global programs to provide strategic direction by looking at population, poverty, disease burden, physician density and current hospital/partner locations. They used data provided by WonderWork partners to develop a detailed geo-spatial mapping representing over 100,000 patient locations. Further analysis was done for hospital/partner targeting, location-based patient targeting and data visualization for hospitals.

In fiscal year 2014, in-kind contributions consisted of donated professional services, overhead for medical and surgical staff and facilities, medical surgical supplies, medications and outreach from surgical partners. The amount that hospitals donate toward the overall cost needed to provide the surgeries was \$1,882,441.

WONDERWORK, INC.
Notes to Financial Statements
June 30, 2015 and 2014

(11) Subsequent Events

In connection with the preparation of the financial statements, the Organization evaluated subsequent events after the balance sheet date of June 30, 2015 through _____, which was the date the financial statements were available to be issued.

On February 19, 2016, the Organization signed a lease agreement for the rental of office space beginning April 1, 2016, as the previous lease had expired on March 31, 2016. Approximate minimum annual rentals related to this lease are as follows for the years ended subsequent to June 30, 2015.

2016	\$ 23,394
2017	93,576
2018	93,576
2019	93,576
2020	93,576
2021	46,788

During fiscal 2016, \$200,000 of impact loans were forgiven and will be recorded as contribution revenue in 2016.

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MAY 19 2016

NYS OFFICE OF THE ATTORNEY GENERAL
CHARITIES BUREAU

WON-EX 0302

FUCHS
EXHIBIT 9



February 20, 2014

KPMG LLP
345 Park Avenue
New York, NY 10154

Ladies and Gentlemen:

We are providing this letter in connection with your audit of the balance sheet of WonderWork, Inc. (the Organization) as of June 30, 2013, and the related statements of activities, functional expenses and cash flows for the year then ended, and the related notes to the financial statements for the purpose of expressing an opinion as to whether these financial statements present fairly, in all material respects, the financial position of the Organization, and the changes in its net assets and its cash flows in conformity with U.S. generally accepted accounting principles.

Certain representations in this letter are described as being limited to matters that are material. Items are considered material, regardless of size, if they involve an omission or misstatement of accounting information that, in the light of surrounding circumstances, makes it probable that the judgment of a reasonable person relying on the information would be changed or influenced by the omission or misstatement.

We confirm, to the best of our knowledge and belief, having made such inquiries as we considered necessary for the purpose of appropriately informing ourselves, as of February 20, 2014, the following representations made to you during your audits:

1. We have fulfilled our responsibilities, as set out in the terms of the audit engagement letter dated June 4, 2013, for the preparation and fair presentation of the financial statements in accordance with U.S. generally accepted accounting principles.
2. We have made available to you:
 - a. All records, documentation, and information that is relevant to the preparation and fair presentation of the financial statements.

EXHIBIT	9
WIT:	Fuchs
DATE:	8-14-17
DEBRA STEVENS, RPR, CRR	

TIME magazine named WonderWork one of "10 Ideas That Can Change The World."
TIME AFRICA'S 100 BEST INVENTIONS OF 2013

WON-EX 042021



- b. Additional information that you have requested from us for the purpose of the audit.
 - c. Unrestricted access and the full cooperation of personnel within the entity from whom you determined it necessary to obtain audit evidence.
 - d. All minutes of meetings of the Board of Directors and committees of the Board of Directors, or summaries of actions of recent meetings for which minutes have not yet been prepared.
3. Except as disclosed to you in writing, there have been no communications from regulatory agencies, employees, or others concerning investigations or allegations of noncompliance with laws and regulations in any jurisdiction, deficiencies in financial reporting practices, or other matters that could have a material adverse effect on the financial statements.
4. There are no:
- a. Violations or possible violations of laws or regulations, whose effects should be considered for disclosure in the financial statements or as a basis for recording a loss contingency.
 - b. Unasserted claims or assessments that our lawyer has advised us are probable of assertion and must be disclosed in accordance with Financial Accounting Standards Board (FASB) Accounting Standards Codification (ASC) 450, *Contingencies*.
 - c. Other liabilities or gain or loss contingencies that are required to be accrued or disclosed by FASB ASC 450, *Contingencies*.
 - d. Material transactions that have not been properly recorded in the accounting records underlying the financial statements.
 - e. Events that have occurred subsequent to the balance sheet date and through the date of this letter that would require adjustment to or disclosure in the financial statements.
5. All known actual or possible litigation and claims have been accounted for and disclosed in accordance with ASC Topic 450, *Contingencies*.
6. There are no uncorrected financial statement misstatements.



7. We acknowledge our responsibility for preventing and detecting fraud, including the design and implementation of programs and controls to prevent and detect fraud; for adopting sound accounting policies; and for the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of the financial statements and to provide reasonable assurance against the possibility of misstatements that are material to the financial statements whether due to error or fraud.
8. There are no deficiencies, significant deficiencies, or material weaknesses in the design or operation of internal control over financial reporting of which we are aware, which could adversely affect the Organization's ability to initiate, authorize, record, process, or report financial data. We have applied the definitions of a "significant deficiency" and a "material weakness" in accordance with the definitions in AU-C Section 265, Communicating Internal Control Related Matters Identified in an Audit.
9. We have no knowledge of any fraud or suspected fraud affecting the entity involving:
 - a. Management
 - b. Employees who have significant roles in internal control over financial reporting, or
 - c. Others where the fraud could have a material effect on the financial statements.
10. We have no knowledge of any allegations of fraud or suspected fraud affecting the entity received in communications from employees, former employees, regulators, or others.
11. The Organization has no plans or intentions that may materially affect the carrying value or classification of assets and liabilities.
12. We have no knowledge of any officer or director of the Organization, or any other person acting under the direction thereof, having taken any action to fraudulently influence, coerce, manipulate, or mislead you during your audit.
13. The following have been properly recorded or disclosed in the financial statements, if applicable:



- a. Related party transactions including sales, purchases, loans, transfers, leasing arrangements, guarantees, ongoing contractual commitments, and amounts receivable from or payable to related parties.
 - b. Guarantees, whether written or oral, under which the Organization is contingently liable, including guarantee contracts and indemnification agreements pursuant to FASB ASC 460, *Guarantees*.
 - c. Significant estimates and material concentrations known to management that are required to be disclosed in accordance with FASB ASC 275, *Risks and Uncertainties*.
Significant estimates are estimates at the balance sheet date, which could change materially within the next year. Concentrations refer to volumes of business, revenues, available sources of supply, or markets or geographic areas for which it is reasonably possible that events could occur which would significantly disrupt normal finances within the next year.
14. The Organization has satisfactory title to all owned assets, and there are no liens or encumbrances on such assets, nor has any asset been pledged as collateral.
15. Management is responsible for compliance with the laws, regulations, donor restrictions, and provisions of contracts and grant agreements applicable to Organization. Management has identified and disclosed to you all laws, regulations, donor restrictions, and provisions of contracts and grant agreements that have a direct and material effect on the determination of financial statement amounts.
16. We are responsible for making the fair value measurements and disclosures included in the financial statements in accordance with FASB ASC 820, *Fair Value Measurements and Disclosures*, including determining the fair value of assets and liabilities for which there has been a significant decrease in the volume and level of activity in relation to the normal market activity for those assets or liabilities (or similar assets or liabilities) or for which transactions are deemed not orderly. As part of fulfilling this responsibility, we have established an accounting and financial reporting process for determining the fair value measurements and disclosures, in accordance with the fair value techniques included in FASB ASC 820, considered the appropriateness of valuation techniques, including circumstances in which a practical expedient may be used to estimate fair value, adequately supported any significant assumptions used, and ensured that the presentation and disclosure of the fair value measurements are in accordance with generally accepted accounting principles including the disclosure requirements of FASB ASC 820. We



believe the assumptions and techniques used by us, including those used by specialists engaged by us, are in accordance with the definition of fair value in FASB ASC 820 and the disclosures adequately describe the level of the inputs used in the fair value measurement, in accordance with the fair value hierarchy in FASB ASC 820.

17. The Organization is responsible for determining the fair value of financial instruments as required by FASB ASC 825, *Financial Instruments*. The amounts disclosed represent the Organization's best estimate of fair value of financial instruments required to be disclosed under the FASB ASC 825, *Financial Instruments*. The Organization also has disclosed the methods and significant assumptions used to estimate the fair value of financial instruments and any changes to those methods and significant assumptions, if any, as required by FASB ASC 825.
18. The Organization has been recognized as exempt from federal income taxes under Section 501(a) of the Internal Revenue Code of 1986 as an organization described in Section 501(c)(3) of the Code, as evidenced by our determination letter dated September 11, 2012, a copy of which has been furnished to you. Since the date of our determination letter, no changes have occurred in the organization or operation of the Organization that would affect our tax exempt status. Based on our determination letter, we have been classified as a public charity under Section 509(a) of the Internal Revenue Code, and since the date of our determination letter, no changes have occurred in the organization or its operations that would change this classification. Provision has been made, where material, for any federal, state or local income, excise, employment, property, sales and use, or other tax liability.
19. The Organization has classified net assets as unrestricted, temporarily restricted or permanently restricted based on our assessment of the donor's intention, as specified in original donor correspondence where available. Where not available, we used other corroborating evidential matter including minutes of the Board, accounting records and financial statements. To the extent that we were unable to review original donor correspondence to determine the amount of the original gift and donor additions, our determination of such amount was based on our best estimate considering the relevant facts and circumstances. Amounts classified as temporarily restricted are subject to donor-imposed purpose or time restrictions which precluded us from expending such amounts or recognizing such amounts as unrestricted as of June 30, 2013.
20. The Organization has a reasonable basis for allocation of functional expenses.
21. The Organization is not subject to the requirements of OMB Circular A-133 as it did not expend more than \$500,000 in federal awards during the year ended June 30, 2013.



Further, we confirm that we are responsible for the fair presentation in the financial statements of the balance sheet, changes in net assets, and cash flows in conformity with U.S. generally accepted accounting principles. We are also responsible for establishing and maintaining effective internal control over financial reporting.

Very truly yours,

WonderWork, Inc.



Brian Mullane

Founder and CEO



Hana Fuchs

CFO

FUCHS
EXHIBIT 10



May 7, 2015

KPMG LLP
345 Park Avenue
New York, New York 10154

Ladies and Gentlemen:

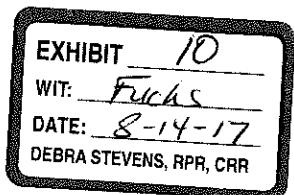
We are providing this letter in connection with your audit of the balance sheet of WonderWork, Inc. (the Organization) as of June 30, 2014, the related statements of activities, functional expenses and cash flows for the year then ended, and the related notes to the financial statements for the purpose of expressing an opinion as to whether these financial statements present fairly, in all material respects, the financial position, changes in net assets, and cash flows of the Organization in conformity with U.S. generally accepted accounting principles.

Certain representations in this letter are described as being limited to matters that are material. Items are considered material, regardless of size, if they involve an omission or misstatement of accounting information that, in the light of surrounding circumstances, makes it probable that the judgment of a reasonable person relying on the information would be changed or influenced by the omission or misstatement.

We confirm, to the best of our knowledge and belief, having made such inquiries as we considered necessary for the purposes of appropriately informing ourselves, as of May 7, 2015, the following representations made to you during your audits:

1. We have fulfilled our responsibilities, as set out in terms of the audit engagement letter dated October 20, 2014, for the preparation and fair presentation of the financial statements in accordance with U.S. generally accepted accounting principles.
2. We have made available to you:

TIME magazine named WonderWork one of "10 Ideas That Can Change The World."
120 Fifth Avenue, New York, NY 10019 TEL 212.773.1016 WonderWork.org



WON-EX 042027



- a. All records, documentation, and information that is relevant to the preparation and fair presentation of the financial statement.
 - b. Additional information that you have requested from us for the purpose of the audit.
 - c. Unrestricted access and the full cooperation of personnel within the entity from whom you determined it necessary to obtain audit evidence.
 - d. All minutes of meetings of the Board of Directors and committees of the Board of Directors, or summaries of actions of recent meetings for which minutes have not yet been prepared.
3. Except as disclosed to you in writing, there have been no:
- a. Circumstances that have resulted in communications from the Organization's external legal counsel to the Organization reporting evidence of a material violation of securities law or breach of fiduciary duty, or similar violation by the Organization or any agent thereof.
 - b. Communications from regulatory agencies, governmental representatives, employees, or others concerning investigations or allegations of noncompliance with laws and regulations in any jurisdiction, deficiencies in financial reporting practices, or other matters that could have a material adverse effect on the financial statements.
 - c. False statements affecting the Organization's financial statements made to the Organization's internal auditors, or other auditors who have audited entities under our control upon whose work you may be relying in connection with your audits.
4. There are no:
- a. Violations or possible violations of laws or regulations, in any jurisdiction, whose effects should be considered for disclosure in the financial statements or as a basis for recording a loss contingency.
 - b. Unasserted claims or assessments that our lawyer has advised us are probable of assertion and must be disclosed in accordance with Financial Accounting Standards Board (FASB) Accounting Standards Codification (ASC) Topic 450, *Contingencies*.
 - c. *Other liabilities or gain or loss contingencies that are required to be accrued or disclosed by ASC Topic 450, Contingencies.*



- d. Material transactions that have not been properly recorded in the accounting records underlying the financial statements.
 - e. Events that have occurred subsequent to the balance sheet date and through the date of this letter that would require adjustment to or disclosure in the financial statements.
5. All known actual or possible litigation and claims have been accounted for and disclosed in accordance with ASC Topic 450, *Contingencies*.
6. There are no uncorrected financial statement misstatements.
7. We acknowledge our responsibility for the design, implementation and maintenance of programs and controls to prevent, and detect fraud; for adopting sound accounting policies; and for the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of the financial statements and to provide reasonable assurance against the possibility of misstatements that are material to the financial statements whether due to error or fraud. We understand that the term "fraud" includes misstatements arising from fraudulent financial reporting and misstatements arising from misappropriation of assets.
8. There are no deficiencies, significant deficiencies, or material weaknesses in the design or operation of internal control over financial reporting of which we are aware, which could adversely affect the Organization's ability to initiate, authorize, record, process, or report financial data. We have applied the definitions of a "significant deficiency" and a "material weakness" in accordance with the definitions in AU-C Section 265, Communicating Internal Control Related Matters Identified in an Audit.
9. We have disclosed to you the results of our assessment of the risk that the financial statements may be materially misstated as a result of fraud.
10. We have no knowledge of any fraud or suspected fraud affecting the entity's financial statements involving:
- a. Management
 - b. Employees who have significant roles in internal control over financial reporting, or
 - c. Others where the fraud could have a material effect on the financial statements.
11. We have no knowledge of any allegations of fraud or suspected fraud affecting the entity's financial statements received in communications from employees, former employees, regulators, or others.



12. The Organization has no plans or intentions that may materially affect the carrying value or classification of assets and liabilities.
13. We have no knowledge of any officer or director of the Organization, or any other person acting under the direction thereof, having taken any action to fraudulently influence, coerce, manipulate, or mislead you during your audit.
14. The following have been properly recorded or disclosed in the financial statements if applicable:
 - a. Related party relationships and transactions, of which we are aware, in accordance with the requirements of U.S. generally accepted accounting principles, including sales, purchases, loans, transfers, leasing arrangements, guarantees, ongoing contractual commitments, and amounts receivable from or payable to related parties. Related party transactions do not involve undisclosed side agreements.
 - b. Guarantees, whether written or oral, under which the Organization is contingently liable, including guarantee contracts and indemnification agreements pursuant to FASB ASC 460, *Guarantees*.
 - c. Significant estimates and material concentrations known to management that are required to be disclosed in accordance with FASB ASC Topic 275, *Risks and Uncertainties*.
- Significant estimates are estimates at the balance sheet date, which could change materially within the next year. Concentrations refer to volumes of business, revenues, available sources of supply, or markets or geographic areas for which it is reasonably possible that events could occur which would significantly disrupt normal finances within the next year.
15. The Organization has satisfactory title to all owned assets, and there are no liens or encumbrances on such assets, nor has any asset been pledged as collateral.
16. Management is responsible for compliance with the laws, regulations, donor restrictions, and provisions of contracts and grant agreements applicable to the Organization. Management has identified and disclosed to you all laws, regulations, donor restrictions, and provisions of contracts and grant agreements that have a direct and material effect on the determination of financial statement amounts.
17. The Organization has complied with all aspects of laws, regulations, contractual agreements, grants, and donor restrictions that may affect the financial statements, including noncompliance.



18. We are responsible for making the fair value measurements and disclosures included in the financial statements in accordance with FASB ASC Topic 820, *Fair Value Measurements*, including determining the fair value of assets and liabilities for which there has been a significant decrease in the volume and level of activity in relation to the normal market activity for those assets or liabilities (or similar assets or liabilities) or for which transactions are deemed not orderly. As part of fulfilling this responsibility, we have established an accounting and financial reporting process for determining the fair value measurements and disclosures, in accordance with the fair value techniques included in ASC Topic 820, considered the appropriateness of valuation techniques [including circumstances in which a practical expedient may be used to estimate fair value], adequately supported any significant assumptions used, and ensured that the presentation and disclosure of the fair value measurements are in accordance with U.S. generally accepted accounting principles including the disclosure requirements of ASC Topic 820. We believe the assumptions and techniques used by us, including those used by specialists engaged by us, are in accordance with the definition of fair value in ASC Topic 820 and the disclosures adequately describe the level of the inputs used in the fair value measurement, in accordance with the fair value hierarchy in ASC Topic 820.
19. The Organization is responsible for determining the fair value of financial instruments as required by FASB ASC Topic 825, *Financial Instruments*. The amounts disclosed represent the Organization's best estimate of fair value of financial instruments required to be disclosed under the ASC Topic 825. The Organization also has disclosed the methods and significant assumptions used to estimate the fair value of financial instruments and any changes to those methods and significant assumptions, if any, as required by ASC Topic 825.
20. The Organization has been recognized as exempt from federal income taxes under Section 501(a) of the Internal Revenue Code of 1986 as an organization described in Section 501(c)(3) of the Code, as evidenced by our determination letter dated September 11, 2012, a copy of which has been furnished to you. Since the date of our determination letter, no changes have occurred in the organization or operation of the Organization that would affect our tax-exempt status. Based on our determination letter, we have been classified as a public charity under Section 509(a) of the Internal Revenue Code, and since the date of our determination letter, no changes have occurred in the organization or its operations that would change this classification. Provision has been made, where material, for any federal, state, or local income, excise, employment, property, sales and use, or other tax liability.
21. The Organization notes that an appropriate accrual, or lack thereof, for any Help Me See legal exposure has been booked in the financials as of June 30, 2014.
22. The Organization has a reasonable basis for allocation of functional expenses.

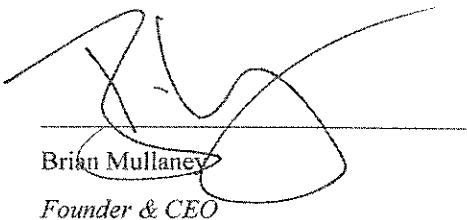


23. The Organization has a reasonable basis for determining estimates associated with in-kind contributions and has followed that basis at June 30, 2014.
24. The Organization confirms that the following 2014 contributions have no restrictions and thus are properly classified as unrestricted: [REDACTED] for \$1 million, [REDACTED] for \$500 thousand, and [REDACTED] for \$100 thousand.
25. The Organization is not subject to the requirements of OMB Circular A-133 as it did not expend more than \$500,000 in federal awards during the year ended June 30, 2014.

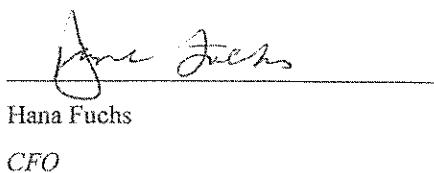
Further, we confirm that we are responsible for the fair presentation in the financial statements of financial position, changes in net assets and cash flows, and the related notes in conformity with U.S. generally accepted accounting principles.

Very truly yours,

WonderWork, Inc.



Brian Mullaney
Founder & CEO

The signature of Brian Mullaney is a handwritten cursive script. Below the signature, his name is printed in a smaller, sans-serif font, followed by his title "Founder & CEO" in italics.

Hana Fuchs
CFO

The signature of Hana Fuchs is a handwritten cursive script. Below the signature, her name is printed in a smaller, sans-serif font, followed by her title "CFO" in italics.

FUCHS
EXHIBIT 11



May 12, 2016

KPMG LLP
345 Park Avenue
New York, New York 10154

Ladies and Gentlemen:

We are providing this letter in connection with your audit of the balance sheet of Wonderwork, Inc. (the Organization) as of June 30, 2015, the related statements of activities, functional expenses and cash flows for the year then ended, and the related notes to the financial statements for the purpose of expressing an opinion as to whether these financial statements present fairly, in all material respects, the financial position, changes in net assets, and cash flows of the Organization in accordance with U.S. generally accepted accounting principles.

Certain representations in this letter are described as being limited to matters that are material. Items are considered material, regardless of size, if they involve an omission or misstatement of accounting information that, in the light of surrounding circumstances, makes it probable that the judgment of a reasonable person relying on the information would be changed or influenced by the omission or misstatement.

We confirm, to the best of our knowledge and belief, having made such inquiries as we considered necessary for the purposes of appropriately informing ourselves, as of May 12, 2016, the following representations made to you during your audit:

1. We have fulfilled our responsibilities, as set out in terms of the audit engagement letter dated October 28, 2015, for the preparation and fair presentation of the financial statements in accordance with U.S. generally accepted accounting principles.
2. We have made available to you:
 - a. All records, documentation, and information that is relevant to the preparation and fair presentation of the financial statement.

EXHIBIT	11
WIT:	Fuchs
DATE:	8-14-17
DEBRA STEVENS, RPR, CRR	

WON-EX 042033

- b. Additional information that you have requested from us for the purpose of the audit.
 - c. Unrestricted access and the full cooperation of personnel within the entity from whom you determined it necessary to obtain audit evidence.
 - d. All minutes of meetings of the Board of Directors and committees of the Board of Directors, or summaries of actions of recent meetings for which minutes have not yet been prepared.
3. There have been no:
- a. Circumstances that have resulted in communications from the Organization's external legal counsel to the Organization reporting evidence of a material violation of securities law or breach of fiduciary duty, or similar violation by the Organization or any agent thereof.
 - b. Communications from regulatory agencies, governmental representatives, employees, or others concerning investigations or allegations of noncompliance with laws and regulations in any jurisdiction, deficiencies in financial reporting practices, or other matters that could have a material adverse effect on the financial statements.
 - c. False statements affecting the Organization's financial statements made to the Organization's internal auditors, or other auditors who have audited entities under our control upon whose work you may be relying in connection with your audit.
4. There are no:
- a. Violations or possible violations of laws or regulations, in any jurisdiction, whose effects should be considered for disclosure in the financial statements or as a basis for recording a loss contingency.
 - b. Unasserted claims or assessments that our lawyers have advised us are probable of assertion and must be disclosed in accordance with Financial Accounting Standards Board (FASB) Accounting Standards Codification (ASC) Topic 450, *Contingencies*.
 - c. Other liabilities or gain or loss contingencies that are required to be accrued or disclosed by ASC Topic 450, *Contingencies*.
 - d. Other obligations resulting from joint and several liability arrangements that are required to be accrued or disclosed by FASB ASU 2013-04, *Liabilities (Topic 405) – Obligations Resulting From Joint and Several Liability Arrangements for Which the Total Amount of the Obligation Is Fixed At the Reporting Date*.



- e. Material transactions that have not been properly recorded in the accounting records underlying the financial statements.
 - f. Events that have occurred subsequent to the balance sheet date and through the date of this letter that would require adjustment to or disclosure in the financial statements.
5. All known actual or possible litigation and claims have been accounted for and disclosed in accordance with ASC Topic 450, *Contingencies*.
6. There are no uncorrected financial statement misstatements.
7. We acknowledge our responsibility for the design, implementation and maintenance of programs and controls to prevent, and detect fraud; for adopting sound accounting policies; and for the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of the financial statements and to provide reasonable assurance against the possibility of misstatements that are material to the financial statements whether due to error or fraud. We understand that the term "fraud" includes misstatements arising from fraudulent financial reporting and misstatements arising from misappropriation of assets.
8. There are no deficiencies, significant deficiencies, or material weaknesses in the design or operation of internal control over financial reporting of which we are aware, which could adversely affect the Organization's ability to initiate, authorize, record, process, or report financial data. We have applied the definitions of a "significant deficiency" and a "material weakness" in accordance with the definitions in AU-C Section 265, Communicating Internal Control Related Matters Identified in an Audit.
9. We have disclosed to you the results of our assessment of the risk that the financial statements may be materially misstated as a result of fraud.
10. We have no knowledge of any fraud or suspected fraud affecting the entity's financial statements involving:
- a. Management
 - b. Employees who have significant roles in internal control over financial reporting, or
 - c. Others where the fraud could have a material effect on the financial statements.

11. We have no knowledge of any allegations of fraud or suspected fraud affecting the entity's financial statements received in communications from employees, former employees, analysts, regulators, or others.
12. The Organization has no plans or intentions that may materially affect the carrying value or classification of assets and liabilities.
13. We have no knowledge of any officer or director of the Organization, or any other person acting under the direction thereof, having taken any action to fraudulently influence, coerce, manipulate, or mislead you during your audit.
14. The following have been properly recorded or disclosed in the financial statements:
 - a. Related party relationships and transactions, of which we are aware, in accordance with the requirements of U.S. generally accepted accounting principles, including sales, purchases, loans, transfers, leasing arrangements, guarantees, ongoing contractual commitments, and amounts receivable from or payable to related parties. Related party transactions do not involve undisclosed side agreements.
 - b. Guarantees, whether written or oral, under which the Organization is contingently liable, including guarantee contracts and indemnification agreements pursuant to FASB ASC 460, *Guarantees*.
 - c. Significant estimates and material concentrations known to management that are required to be disclosed in accordance with FASB ASC Topic 275, *Risks and Uncertainties*.
Significant estimates are estimates at the balance sheet date, which could change materially within the next year. Concentrations refer to volumes of business, revenues, available sources of supply, or markets or geographic areas for which it is reasonably possible that events could occur which would significantly disrupt normal finances within the next year.
 - d. All assets and liabilities under the Organization's control.
15. The Organization has satisfactory title to all owned assets, and there are no liens or encumbrances on such assets, nor has any asset been pledged as collateral.
16. Management is responsible for compliance with the laws, regulations, donor restrictions, and provisions of contracts and grant agreements applicable to the Organization. Management has identified and disclosed to you all laws, regulations, donor restrictions, and provisions of contracts



and grant agreements that have a direct and material effect on the determination of financial statement amounts.

17. The Organization has complied with all aspects of laws, regulations, contractual agreements, grants, and donor restrictions that may affect the financial statements, including noncompliance.
18. Receivables reported in the financial statements represent valid claims against debtors arising on or before the date of the balance sheet and have been appropriately reduced to their estimated net realizable value.
19. The Organization has appropriately grouped long-lived assets together for purposes of assessing impairment in accordance with FASB ASC Topic 360, Property, Plant, and Equipment. We have reviewed long-lived assets, including amortizable intangible assets, to be held and used for impairment whenever events or changes in circumstances have indicated that the carrying amount of the assets might not be recoverable. Provision has been made for any material adjustments to long-lived assets including amortizable intangible assets.
20. We are responsible for making the fair value measurements and disclosures included in the financial statements in accordance with FASB ASC Topic 820, Fair Value Measurements, including determining the fair value of assets and liabilities for which there has been a significant decrease in the volume and level of activity in relation to the normal market activity for those assets or liabilities (or similar assets or liabilities) or for which transactions are deemed not orderly. As part of fulfilling this responsibility, we have established an accounting and financial reporting process for determining the fair value measurements and disclosures, in accordance with the fair value techniques included in ASC Topic 820, considered the appropriateness of valuation techniques, adequately supported any significant assumptions used, and ensured that the presentation and disclosure of the fair value measurements are in accordance with U.S. generally accepted accounting principles including the disclosure requirements of ASC Topic 820. We believe the assumptions and techniques used by us, including those used by specialists engaged by us, are in accordance with the definition of fair value in ASC Topic 820 and the disclosures adequately describe the level of the inputs used in the fair value measurement, in accordance with the fair value hierarchy in ASC Topic 820.
21. The Organization is responsible for determining the fair value of financial instruments as required by FASB ASC Topic 825, Financial Instruments. The amounts disclosed represent the Organization's best estimate of fair value of financial instruments required to be disclosed under the ASC Topic 825. The Organization also has disclosed the methods and significant assumptions used to estimate the fair value of financial instruments and any changes to those methods and significant assumptions, if any, as required by ASC Topic 825.



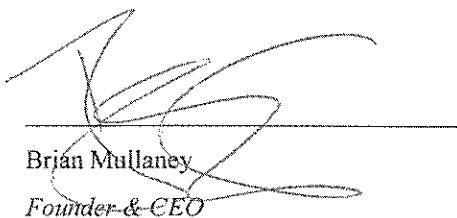
22. The Company is in compliance with bond indentures or other debt agreements.
23. The Organization has been recognized as exempt from federal income taxes under Section 501(a) of the Internal Revenue Code of 1986 as an organization described in Section 501(c)(3) of the Code, as evidenced by our determination letter dated September 11, 2012, a copy of which has been furnished to you. Since the date of our determination letter, no changes have occurred in the organization or operation of the Organization that would affect our tax-exempt status. Based on our determination letter, we have been classified as a public charity under Section 509(a) of the Internal Revenue Code, and since the date of our determination letter, no changes have occurred in the organization or its operations that would change this classification. Provision has been made, where material, for any federal, state, or local income, excise, employment, property and use, or other tax liability.
24. The Organization has classified net assets as unrestricted, or temporarily restricted, based on our assessment of the donor's intention, as specified in original donor correspondence where available. Where not available, we used other corroborating evidential matter including minutes of the Board, accounting records, and financial statements. To the extent that we were unable to review original donor correspondence to determine the amount of the original gift and donor additions, our determination of such amount was based on our best estimate considering the relevant facts and circumstances. Amounts classified as temporarily restricted are subject to donor-imposed purpose or time restrictions which precluded us from expending such amounts or recognizing such amounts as unrestricted as of the balance sheet date.
25. The Organization has a reasonable basis for allocation of functional expenses.
26. The Organization is not subject to the requirements of OMB Circular A-133 as it did not expend more than \$500,000 in federal awards during the year ended June 30, 2015.
27. The Organization notes that an appropriate accrual, or lack there of, for any Help Me See legal exposure has been booked in the financials as of June 30, 2015.
28. The Organization has a reasonable basis for determining estimates associated with in-kind contributions and has followed that basis at June 30, 2015.

Further, we confirm that we are responsible for the fair presentation in the financial statements of financial position, changes in net assets and cash flows, and the related notes in accordance with U.S. generally accepted accounting principles.

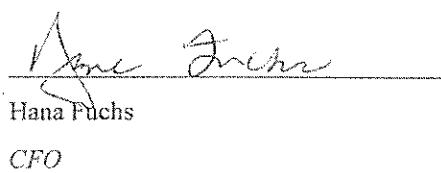


Very truly yours,

WonderWork, Inc.



Brian Mullaney
Founder & CEO



Hana Fuchs
CFO

FUCHS
EXHIBIT 12

Temporarily Restricted Net Assets

Revenue

4010 Blindness (N)	636,450.87
4020 Burns (B)	1,453,634.03
4030 Clubfoot (C)	1,559,335.41
4040 Hole in the Heart (T)	9,955.92
4050 Hydrocephalus (Y)	9,781.00
	3,669,157.23

Program Expenses

(see details in next tab)

5000 Cleft Lip	450,000.00
5100 Blindness	352,333.34
5200 Burns	239,833.33
5300 Clubfoot	262,333.33
5400 Hole in the Heart	11,500.00
5500 Hydrocephalus	11,500.00
Total 5000 Programs	1,327,500.00

Remove from restriction

	Donations	Program Expenses	Remaining Restricted Funds before allocation	% to total	program services allocation	Released from restriction	Remaining Restricted Funds after allocation
4010 Blindness (N)	636,450.87	352,333.34	284,117.53	10.2%	153,174.44	505,507.78	130,943.09
4020 Burns (B)	1,453,634.03	239,833.33	1,213,800.70	43.4%	654,388.49	894,221.82	559,412.21
4030 Clubfoot (C)	1,559,335.41	262,333.33	1,297,002.08	46.4%	699,244.31	961,577.64	597,757.77
4040 Hole in the Heart (T)	9,955.92	11,500.00	-			11,500.00	-
4050 Hydrocephalus (Y)	9,781.00	11,500.00	-			11,500.00	-
Time						199,531.00	570,156.00
Restricted donations	3,669,157.23	877,500.00	2,794,920.31	100.0%	1,506,807.23	2,583,838.23	1,858,269.08
remaining	1,085,319.00					1,085,319.00	remaining
released	2,583,838.23					1,506,807.23	
programs	(877,500.00)		877,500.00				(199,531.00) time
time	(199,531.00)		1,019,491.26				2,384,307.00 remaining to be released
allocation to split among programs	1,506,807.23		424,926.87				1,085,319.00 remaining
			135,811.26				
			128,705.39				
			3,498,385.67				
			9,420.13				
			170,524.70				
			1,888,879.62				

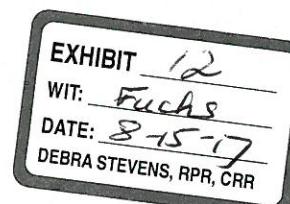
release from restriction

2,583,838.00 to be released

(199,531.00) time

2,384,307.00 remaining to be released

1,085,319.00 remaining



Temporarily Restricted Net Assets

	FY14		
Revenue			
4010 Blindness (N)	4,140,574.07	4000 Donations-WonderWork	5,582,852.74
4020 Burns (B)	1,013,186.45	4010 Blindness (N)	4,140,574.07
4030 Clubfoot (C)	1,442,753.53	4020 Burns (B)	1,013,186.45
4040 Hole in the Heart (T)	0.00	4030 Clubfoot (C)	1,442,753.53
4050 Hydrocephalus (Y)	300.00	4050 Hydrocephalus (Y)	300.00
	6,596,814.05	Total 4000 Donations-WonderWork	\$ 12,179,866.79
Program Expenses	(see details in next tab)		
5000 Programs	40,000.00		
5100 Blindness	2,634,471.00		
5200 Burns	452,509.00		
5300 Clubfoot	564,455.00		
5400 Hole in the Heart	0.00		
5500 Hydrocephalus	0.00		
5600 Quality Assurance	20,000.00		
Total 5000 Programs	3,691,435.00		

PBC: Hana Fuchs

Wonderwork
Net Assets Released from Restrictions
6/30/14

Purpose: To recalculate schedule of net assets released from restrictions and tie to expense testwork.

	A Per PY FS FN 6 FY13	B Donations	C Total Net Restricted Additions	D Program Expenses	E Direct Mail Allocation per KPMG Rx	F Time Release	G Total Expenses	H Net Assets Released per limit	I Allowed Release	J Amounts covered by unrestricted funds	K Restricted Net Assets at 6/30/14	
4010 Blindness (N)	130,943	GL	4,140,574.07	4,271,517.07	GL	2,634,471.00	\$ 3,137,219.19	\$ 5,771,690.19	(1,500,173.12)	4,271,517.07	\$ 1,500,173.12	0.00
4020 Burns (B)	559,412		1,013,186.45	1,572,598.45		452,509.00	\$ 161,810.840	\$ 614,319.84	958,278.61	614,319.84	0	958,278.61
4030 Clubfoot (C)	594,495		1,442,753.53	2,037,248.53		564,455.00	\$ 418,825.72	\$ 983,280.72	1,053,967.81	983,280.72	0	1,053,967.81
4040 Hole in the Heart (T)	-		0.00	0.00		-	\$ -	\$ -	-	-	0	0.00
4050 Hydrocephalus (Y)	-		300.00	300.00		300.00	\$ -	\$ 300.00	-	300.00	0	0.00
Time	570,156		570,156.00				\$ 200,040.00	\$ 200,040.00	200,040.00	200,040.00	0	370,116.00
Restricted donations	1,855,006	*	6,596,814.05	8,451,820.05	*	3,651,735.00	\$ 3,717,855.75	\$ 7,569,630.75	\$ 712,113.30	\$ 6,069,457.63	\$ 1,500,173.12	\$ 2,382,362.42

F

*

Conclusion: KPMG notes that net assets released from restrictions are reasonably stated for the year ended 6/30/14.

Tickmark Legend:

F- Footed

Rx- Recalculated

GL- T/A to 6/30/14 Trial Balance

FS- T/A to 6/30/14 Financial Statements

Temporarily Restricted Net Assets FY15

Revenue	
4010 Blindness (N)	6,342,596.27
4020 Burns (B)	911,989.44
4030 Clubfoot (C)	1,182,729.30
4040 Hole in the Heart (T)	0.00
4050 Hydrocephalus (Y)	0.00
	8,437,315.01
Program Expenses	
(see details in next tab)	
5000 Programs	101,000.00
5100 Blindness	1,244,500.00
5200 Burns	429,000.00
5300 Clubfoot	218,000.00
5400 Hole in the Heart	0.00
5500 Hydrocephalus	0.00
5600 Quality Assurance	0.00
Total 5000 Programs	1,992,500.00

PBC: Hana Fuchs

Wonderwork
Net Assets Released from Restrictions
6/30/15

Purpose: To calculate schedule of net assets released from restrictions and tie to expense testwork.

	A Per PY FS FN 6 FY14	B Donations	C Total Net Restricted Additions	D Program Expenses	E Direct Mail Allocation	F Time Release	G Total Expenses	H Net Assets Released per limit	I Allowed Release	J Amounts covered by unrestricted funds	K Restricted Net Assets at 6/30/15
4010 Blindness (N)	-	GL 6,342,596.27	6,342,596.27	GL 1,244,500.00	\$ 4,005,055.88	\$ -	\$ 5,249,555.88	1,093,040.39	5,249,555.88	\$ -	1,093,040.39
4020 Burns (B)	958,278	911,989.44	1,870,267.44	429,000.00	\$ 107,174.436	\$ -	\$ 536,174.44	1,334,093.00	536,174.44	0	1,334,093.00
4030 Clubfoot (C)	1,053,968	1,182,729.30	2,236,697.30	218,000.00	\$ 118,317.80	\$ -	\$ 336,317.80	1,900,379.50	336,317.80	0	1,900,379.50
4040 Hole in the Heart (T)	-	0.00	0.00	-	-	\$ -	\$ -	-	-	0	0.00
4050 Hydrocephalus (Y)	-	0.00	0.00	-	-	\$ -	\$ -	-	-	0	0.00
Time [redacted] gift over 5 years	370,116		370,116.00			\$ 200,575.00	\$ 200,575.00	200,575.00	200,575.00	0	169,541.00
Restricted donations	2,382,362	+	8,437,315.01	10,819,677.01	1,891,500.00	\$ 4,230,548.12	\$ 200,575.00	\$ 6,322,623.12	\$ 4,528,087.89	\$ 6,322,623.12	\$ - \$ 4,497,053.89

F →

Conclusion:

Tickmark Legend:

F- Footed

Rx- Recalculated

GL- T/A to 6/30/14 Trial Balance

FS- T/A to 6/30/14 Financial Statements

FUCHS
EXHIBIT 13

From: "Hana Fuchs"
Subject: RE: WonderWork - Kim Comments
Sent: Thu, 16 Apr 2015 15:59:39 -0400

From: Hana Fuchs
Sent: Thursday, April 16, 2015 12:00 PM
To: Leggette, Ryan
Subject: RE: WonderWork - Kim Comments

Hi,
DeLois H. Greenwood is Chief Program Officer.
Hana

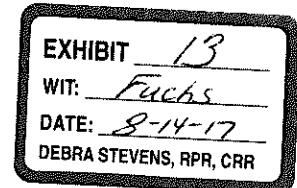
From: Leggette, Ryan [mailto:rleggette@KPMG.com]
Sent: Thursday, April 16, 2015 11:49 AM
To: Hana Fuchs
Subject: RE: WonderWork - Kim Comments

Hana,

What is DeLois's title at WW?

Ryan D. Leggette, Senior Manager
KPMG LLP | 345 Park Avenue - New York, NY 10154-0101
Phone: (212) 954-6027 | Fax: (646) 417-6924
rleggette@kpmg.com

From: Hana Fuchs [mailto:hana@wonderwork.org]
Sent: Thursday, April 16, 2015 10:15 AM
To: Leggette, Ryan
Subject: RE: WonderWork - Kim Comments



Ryan,
Yes, that is correct. Brian spent most of his time developing the blindness program with DeLois. He traveled extensively to visit our partner hospitals to review their work and determine if they had the capacity to support our aggressive program of eliminating unnecessary blindness.
He doesn't keep time records but based on discussions with him and his travel with DeLois it can be determined.
Let me know if you need additional information.
Regards, Hana

From: Leggette, Ryan [mailto:rleggette@KPMG.com]
Sent: Wednesday, April 15, 2015 9:24 PM
To: Hana Fuchs
Subject: RE: WonderWork - Kim Comments

Hana,

I'm wrapping up the remainder of Kim's comments. I need to add additional disclosures around the loans. Interest, payment schedule, covenants, etc. I'll go through the loan documents and try and pull together and send you a draft tomorrow afternoon.

One other item, though. I was able to look into what was driving the reduction in M&G expense and M&G salary expense. It appears that Brian's allocation of salary changed from 40% program in 2013 to 80% program in 2014. Our audit testwork documents that this allocation is based on an analysis of his activities and discussion with the employee. Can you provide more insight in what exactly changed in his activities that had such a significant impact to the allocation?

Regards,

Ryan

WW_EMAILS0023602

Ryan D. Leggette, Senior Manager

KPMG LLP | 345 Park Avenue - New York, NY 10154-0101

Phone: (212) 954-6027 | Fax: (646) 417-6924

rleggette@kpmg.com

From: Hana Fuchs [<mailto:hana@wonderwork.org>]

Sent: Wednesday, April 15, 2015 8:49 AM

To: Leggette, Ryan

Subject: RE: WonderWork - Kim Comments

Thanks Ryan- I get a bit anxious around this time of year-
Hana

From: Leggette, Ryan [<mailto:rleggette@KPMG.com>]

Sent: Tuesday, April 14, 2015 7:40 PM

To: Hana Fuchs

Subject: RE: WonderWork - Kim Comments

Hana,

Sorry for the delay. I was able to sit down with Kim to clarify on some additional notes today, which I will begin to process later tonight and tomorrow. These relate to footnote disclosure, not the financial statement balances. Some relate to loan details that we need to add. I'll summarize if I can't identify the needed information.

Regards,

Ryan

Ryan D. Leggette, Senior Manager

KPMG LLP | 345 Park Avenue - New York, NY 10154-0101

Phone: (212) 954-6027 | Fax: (646) 417-6924

rleggette@kpmg.com

From: Hana Fuchs [<mailto:hana@wonderwork.org>]

Sent: Tuesday, April 14, 2015 10:30 AM

To: Leggette, Ryan

Subject: RE: WonderWork - Kim Comments

Importance: High

Hi Ryan,

Is it possible to get a final draft to send to the audit committee for review?

The May 15th due date is getting closer and I would like to get JJ Coney's (Audit Committee) comments (if he has any).

Thanks Hana

From: Hana Fuchs

Sent: Monday, April 06, 2015 3:37 PM

To: 'Leggette, Ryan'

Subject: RE: WonderWork - Kim Comments

Hi Ryan,

No problems with Kim's notes. One note I have – the font for the title Contributions In-Kind on page 8 does not match the font for the other heading.

Thanks, Hana

From: Hana Fuchs

Sent: Thursday, April 02, 2015 11:41 AM

To: 'Leggette, Ryan'

WW_EMAILS0023602

Subject: RE: WonderWork - Kim Comments

Please see responses below- I will also read the edits and get back to with any changes.
Thanks Hana

From: Leggette, Ryan [mailto:rleggette@KPMG.com]

Sent: Wednesday, April 01, 2015 12:21 PM

To: Hana Fuchs

Subject: WonderWork - Kim Comments

Hana,

Below are some comments from Kim that I need you help in answering:

- 1) There is a \$45K balance in prepaids that is the same as last year. What does this relate to? It is below our materiality, so we didn't test it this year. **This is a 3 month security deposit per lease paid to Rainforest in Sept. 2011**
- 2) Management and general expense decreased from \$527K to 324K on the financials. This is a significant decrease year to year. What is driving this decrease? **It appears that more consulting fees and salaries were allocated to programs for FY14 thereby reducing the management and general.**
- 3) Maybe this is similar to #2 above, but M&G salary expense on the functional expenses went from \$150k to \$74K. Why? **Same as above.**

Also attached are some edits she had. She has some additional edits that I will push through once I have a chance to speak with her. Please take a look and confirm.

Regards,

Ryan

Ryan D. Leggette, Senior Manager

KPMG LLP | 345 Park Avenue - New York, NY 10154-0101

Phone: (212) 954-6027 | Fax: (646) 417-6924

rleggette@kpmg.com

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